

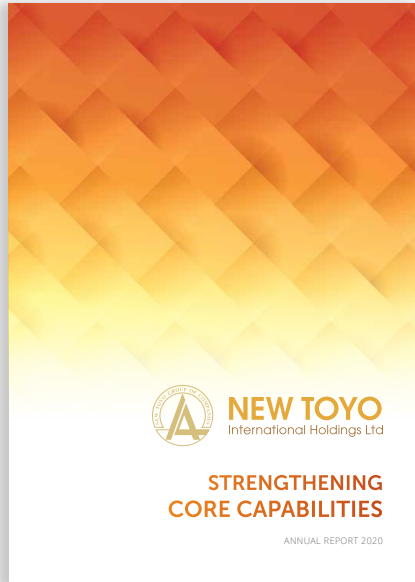


**NEW TOYO**  
International Holdings Ltd

# **STRENGTHENING CORE CAPABILITIES**

ANNUAL REPORT 2020

# COVER RATIONALE



## Strengthening Core Capabilities

The cover features a minimalist pattern of interwoven papers to represent the idea of the Group strengthening their core capabilities and enhancing their overall operations which will enable them to respond to future developments demanded by the industry.

# INTRODUCTION

Founded in 1975, New Toyo is one of the largest producers of specialty packaging materials in the Asia Pacific Region today. Our operations are strategically located in Singapore, Malaysia, Vietnam, Dubai and China to serve both multinational corporations and local customers. For over 40 years, we have built and continue to build a business which is focused on improving and perfecting the quality of our products and meeting our customers' needs. Today with numerous applications for packaging materials, we are constantly upgrading our capabilities to stay abreast of the latest changes and improving productivity to stay competitive.

## MISSION

To grow shareholder value  
through quality packaging  
solutions and services

## VISION

To be the preferred  
supplier of consistently  
high quality packaging  
materials

## VALUES

Teamwork/Excellence/  
Innovation/Creativity/  
Honesty + Integrity

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# CHAIRMAN'S STATEMENT



“ Our combined efforts and the support of our stakeholders have enabled us to not only mitigate much of the pandemic’s impact but also report an improved financial performance. ”

## DEAR SHAREHOLDERS

On behalf of the Board of Directors of New Toyo International Holdings Limited (“New Toyo” or the “Group”), I am pleased to present our annual report for the financial year ended 31 December 2020 (“FY2020”).

FY2020 has proven to be unprecedented and challenging year for the Group and the world at large due to the impact of the COVID-19 pandemic. Economic, travel and daily activities were heavily restricted as governments enacted various measures to curb the spread of the virus. These restrictions led to a global economic slowdown as international supply chains were disrupted and investments were frozen in view of the uncertain environment.

The Group’s operations were likewise affected, shutting down where and when necessary, in line with government requirements. In Malaysia, our factory shut down in accordance with the government’s movement control order which was imposed on 18 March 2020. In the following month, we obtained permission to resume operations with a limited workforce and in May 2020, we had resumed in full.

Our manufacturing operations in Singapore and elsewhere were largely unaffected as we swiftly made adjustments to meet the hygiene and safe distancing requirements before applying and receiving approval to resume operations. Our efforts to overcome the limitations arising from COVID-19 to support our customers have not gone unnoticed as a major customer has presented us with a letter of appreciation, an honour reserved for a select few.

In addition to new operating requirements, the past year has also been one of evolution as the Group adapted to new working norms such as telecommuting and maintaining ties with customers and partners alike via virtual meeting tools. Our combined efforts and the support of our stakeholders have enabled us to not only mitigate much of the pandemic’s impact but also report an improved financial performance.

# CHAIRMAN'S STATEMENT

For the year under review, Group turnover decreased by 19.5% to S\$242.4 million from S\$301.1 million in FY2019, largely due to the lower contribution from our Tissue Paper ("Tissue"), Printed Cartons and Labels ("PCL") and Specialty Paper ("SP") divisions. While we had ceased tissue jumbo reels production in September 2019, our Tissue Paper division continues to contribute to Group revenue via the trading of tissue paper products. Meanwhile, our PCL and SP division saw lower demand due to the COVID-19 outbreak.

Despite the lower revenue, the Group was able to report a net profit of S\$7.5 million for the year under review, as compared to the net loss of S\$18.1 million in FY2019. The result is also nearly double of the S\$4.2 million net profit for FY2018. The improvement also substantiates our strategic decision to cease our tissue manufacturing operations in September 2019.

On a similar note, the Group has also taken back management of our Dubai-based startups. We had previously entered into an agreement with a third party to ensure competitiveness via cost reductions in overheads and manpower, and boost production efficiencies. However, at the expiry of the one-year agreement, the third party has opted not to renew the agreement and we have re-assumed control of the operations. We will continue to explore the most optimal and sustainable way to run our operations in Dubai.

As we continue refining our ability to generate and deliver sustainable value, we also pay heed to our financial positions which continues to remain stable with Group assets at S\$265.0 million. On that note, liabilities have been reduced to S\$80.2 million while our cash position was largely unchanged at S\$34.0 million.

It has been a challenging year with overall visibility of being cloudy for most of the year. In recognition of the continued support and faith of our shareholders, we are recommending a final one-tier tax exempt dividend of 0.9 cents per ordinary share, subject to shareholders' approval at the upcoming Annual General Meeting. Earlier this year we had declared an interim one-tier tax exempt dividend of 0.6 cents per share. This would bring a total dividend yield of 8.62%<sup>1</sup>.



Moving forward, we anticipate that the effects of the COVID-19 pandemic to remain protracted as the recovery period is uncertain and business performance in FY2021 will likely still be impacted. In response, we have proactively relooked at the market, business operations and customers' models. The Board remains confident that the Group's financial position will enable it to deliver long-term growth.

Given the circumstances of FY2020, the Board would like to express our gratitude to our shareholders who have remained with and supported us throughout these difficult times. We foresee further uncertainties and softness in business activities in the coming year, and I wish to reassure shareholders that we remain committed and prepared to face these challenges as they present themselves, through focused growth in our core businesses and capabilities, cost reductions and gains in efficiency.

We would also like to extend our thanks to our staff, suppliers and customers, who have continued supporting us in these uncertain times.

Thank you and we wish you all good health.

A handwritten signature in black ink, appearing to read 'Yen Wen Hwa'.

**YEN WEN HWA**  
Executive Chairman

<sup>1</sup> Based on closing share price of S\$0.174 as at 31 December 2020

# GROUP CEO'S BUSINESS REVIEW



“ The business environment of today is characterised with a higher degree of change and fluctuation due to numerous global events with far-reaching effects. Greater agility and adaptability are increasingly crucial to thrive and the Group has embraced the new normal. ”

## DEAR SHAREHOLDERS

The year 2020 has made its mark in history as a period of unprecedented challenges on a global scale as the COVID-19 pandemic necessitated sweeping changes due to its disruption of everyday activities.

At New Toyo, we are proud and thankful at having weathered the challenges and attesting to our fundamental strengths and capabilities. While we remain cautiously optimistic for future, we have continued to strengthen our capabilities to better overcome challenges and capitalise on opportunities of the future.

## Results Review

For the year under review, Group revenue amounted to S\$242.4 million, a 19.5% decline from S\$301.1 million reported for FY2019. The reduction was largely due to lower contribution from the Tissue Paper (“Tissue”), Printed Cartons and Labels (“PCL”) and Specialty Paper (“SP”) divisions. The Tissue division continues to generate returns via trading of tissue paper products after the cessation of tissue jumbo reels production in September 2019. Meanwhile, the PCL and SP division saw lower demand due to the COVID-19 pandemic.

In welcome contrast, the Group’s gross profit nearly doubled from S\$17.0 million in FY2019, to S\$28.7 million for FY2020. Likewise, our gross profit margin improved to 11.8% from 5.7% in FY2019. The improved performance was mainly attributable to the absence of a loss incurred by Tissue division and higher margin from PCL and SP divisions.

Furthermore, the Group reported an operating profit of S\$11.3 million in FY2020, fully reversing the operating loss of S\$11.5 million in FY2019. Key factors behind the results are:

- Other operating expenses lower by 80.8% to S\$1.5 million as compared to S\$7.9 million in FY2019 due to the absence of impairment loss on property, plant and equipment in our Dubai operations.

# GROUP CEO'S BUSINESS REVIEW



- Both distribution expenses and administrative expenses reduced to S\$4.8 million and S\$18.4 million respectively due to savings from the cessation of Tissue production. These constitute a reduction of 25.0% and 17.0% respectively as compared to FY2019.

In view of the above, the Group recorded a profit after tax attributable to owners of the Company of S\$7.6 million for FY2020 as compared to the loss of S\$15.2 million for FY2019.

The Group continued to maintain a stable balance sheet with its positive net working capital of S\$67.2 million. Its cash position totalled S\$34.0 million while both current assets and current liabilities were lower at S\$128.4 million and S\$61.2 million respectively. Meanwhile, the Group's net asset value per share was 32.65 Singapore cents as at 31 December 2020.

## Segmental Review

The segmented breakdown of the Group's revenue is detailed below. The bulk of the Group's income



streams were derived relatively evenly between its two core segments — the Specialty Papers Business and the Printed Cartons and Labels Business.

## Specialty Papers ("SP") Business

The SP Business produces mainly coated and laminated papers and board for packaging industries using foil and metallised-polyester film. The SP business' key lamination sites are in Singapore, Malaysia, Vietnam and Dubai, with a diversified product range which includes paper cones, paper plates and paper cups.

As mentioned above, revenue from the segment came in lower at S\$103.7 million, a 10.3% reduction from the S\$115.6 million reported for FY2019. However, the segment was able to report a profit before tax of S\$6.9 million from S\$2.1 million in FY2019 due to the absence of one-off impairment of property, plant and equipment and redundancy cost in Dubai.

## Printed Cartons and Labels ("PCL") Business

The PCL Business produces mainly gravure and offset printed materials for fast moving consumer goods such as cigarette cartons, cereal boxes and beer labels. The Group is the main supplier to a major tobacco customer in the Asia Pacific region and had successfully extended the existing supply agreement for this major customer's printed carton requirements in Malaysia, Singapore and Vietnam until the end of 2024. The PCL Business has also successfully increased its customer base to other major tobacco customers supported by production plants located in Vietnam, Indonesia and Dubai.

# GROUP CEO'S BUSINESS REVIEW



For the year under review, revenue from this segment was lower at S\$90.5 million from S\$113.0 million the year before, whilst posting a profit before tax of S\$1.6 million, an improvement from a loss of S\$4.3 million in FY2019. Lower sales resulting from the COVID-19 pandemic hampered profitability but was cushioned by the absence of one-off write down of toolings and impairment of property, plant and equipment.

## Trading Business

The Trading Business engages in the sale of raw materials, paper products and equipment. The segment posted a 12.1% higher turnover of S\$31.4 million from the S\$28.0 million of FY2019. The segment registered a profit before tax of S\$0.3 million as compared with a loss before tax of S\$0.6 million in FY2019.

## Tissue Paper Business

The Tissue Paper Business is currently focused on trading of tissue paper products after the cessation of tissue jumbo reels production in September 2019 and provides an additional avenue for broadening revenue streams. Revenue from the segment fell to S\$9.6 million from S\$36.3 million in FY2019. The segment recorded a profit before tax of S\$0.6 million, in contrast with a loss before tax of S\$11.2 million in FY2019.

## Outlook

Moving forward, the Group anticipates that its business performance may continue to be impacted by COVID-19 especially as global recovery period remains uncertain.

# GROUP CEO'S BUSINESS REVIEW

While the development and phased rollout of vaccines in various countries is encouraging, this is tempered by reports from some countries of new waves of COVID-19 outbreaks and new strains of the virus.

The International Monetary Fund ("IMF") said in the April 2021 Edition of its World Economic Outlook that the global economy is on firmer ground but there is still ongoing uncertainty due to virus. The IMF projects global growth to be 6.0% for 2021 and 4.4% for 2022.<sup>1</sup>

In light of the projections, the Group will continue to monitor and adjust its strategy, including preserving cash, optimising cash flows and implementing costs savings measures, to mitigate the impact.

The business environment of today is characterised with a higher degree of change and fluctuation due to numerous global events with far-reaching effects. Greater agility and adaptability are increasingly crucial to thrive and the Group has embraced the new normal. As we explore new avenues of growth, we also recognise the need to be decisive. The Group had previously announced a plan to produce and sell electric motorcycles, electric scooters and electric bicycles (the "E-Bike Project"). However, after further review and in light of the Group's strategy to mitigate the impact of the ongoing COVID-19 pandemic, the Board decided to cease the E-Bike Project.

On a similar note, the Group had previously proposed in FY2019 to acquire all the shares in Benline Investment Holdings Pte. Ltd. from Asia Regal Enterprises Limited to own a property in Vietnam to support our operations there. As conditions and outlook have varied greatly since then, the Group has reconsidered the proposed acquisition and both parties have mutually agreed to terminate the proposed acquisition.



## In Appreciation

Ms Victoria Tay Seok Kian will be retiring as a Director of the Company and will not be seeking re-election at the forthcoming Annual General Meeting of the Company in May 2021. We would like to extend our gratitude and appreciation to Ms Tay for her contributions during her term and wish her well in her future endeavours.

Looking back, it has been an eventful year and I am especially thankful for the support and faith of the various parties that have helped bring us this far. I would like to thank my fellow board members for their counsel, our customers and business partners for their understanding and support and the management and staff for their hard work. Last but not least I would like to thank our shareholders for their continued faith in us. We have weathered much and I look forward to continuing the journey of unlocking greater value for our stakeholders.

**ANGELA HENG**

Group Chief Executive Officer

<sup>1</sup> <https://www.imf.org/en/Publications/WEO/Issues/2021/03/23/world-economic-outlook-april-2021>

# BOARD OF DIRECTORS



## **YEN WEN HWA**

Executive Chairman

Mr Yen was re-designated as Executive Chairman on 1 November 2020. He was appointed as Director and Non-Executive Chairman of the Company on 1 September 2016. He is the founder of New Toyo International Holdings Ltd ("NTIH") Group and served as Managing Director and Chairman of the Board of NTIH until 30 September 2011.

He was appointed as the Executive Chairman of Tien Wah Press Holdings Berhad ("TWPH") on 16 February 2015. He had earlier served as the Chief Executive Officer of TWPH from 1 September 2010 to 31 December 2011. He also served as a Non-Independent Non-Executive Director of Shanghai Asia Holdings Ltd from 10 February 2004 up to 1 May 2012.

Mr Yen has over 40 years of experience in the paper conversion and packaging industry.



## **ANGELA HENG CHOR KIANG**

Group Chief Executive Officer

Ms Heng was appointed Group Chief Executive Officer on 1 September 2016.

She joined New Toyo in the 1970s and was one of the pioneers of the Group. She was instrumental in setting up the administration and accounts departments, and was also responsible for the sales and marketing activities of the Group.

Ms Heng has more than 30 years of experience serving in various senior management and operational positions within the Group. In 1990, she assumed the position of General Manager of New Toyo Aluminium Paper Product Co. (Pte) Ltd and led the unit to achieve its ISO 9002 certification in 1996, paving the way for other New Toyo units' certifications. She started New Toyo International Co (Pte) Ltd in 1992 and served as its Director until 1995, and was re-appointed as its Director in 2002. She was one of the key personnel involved in the listing of the Group on the Main Board of the Singapore Exchange Securities Trading Limited in 1997. She was the Deputy Chairman of the Group from 1997 to 1999 and was President for Asia-Pacific from 2002 to 2006. She served as the Group Executive Chairman from 2014 before assuming her current appointment as Group Chief Executive Officer in 2016.

Ms Heng has more than 25 years of experience in the lamination industry and more than 10 years of experience in the printing business.

She has been appointed to a board member of Trinity Christian Centre since 2015 and also served on the Management Committee of Care Community Services Society, Singapore, from 2000 to 2003.

Ms Heng holds a Master of Social Science from Swinburne University of Technology in Australia.



## **WAN TAI FOONG**

Non-Executive and Lead Independent Director

Mr Wan was appointed to the Board as a Non-Executive and Independent Director on 1 August 2019.

He is currently the Chief Executive Officer of Qi Capital Pte Ltd, a boutique advisory firm that advises private corporates on M&A and fund raising transactions. Mr Wan has a career spanning over 20 years in investment banking, with varied, in-depth exposure and experience in all aspects of mergers and acquisitions, restructuring and fund-raising transactions in different sectors. He is the Chairman of the Audit Committee of OneApex Limited.

Mr Wan holds a Bachelor of Commerce from Murdoch University, Western Australia and is a member of CPA Australia.

# BOARD OF DIRECTORS



## **VICTORIA TAY SEOK KIAN**

Non-Executive and Independent Director

Ms Tay was appointed to the Board as a Non-Executive and Independent Director on 31 July 2012. She is the Chairman of the Nominating and Remuneration Committees.

She has more than 20 years of experience in the field of Human Resources working with multinational companies in diverse industries such as fast moving consumer goods, financial services and healthcare in Asia-Pacific and global. She has worked and lived in Singapore, Hong Kong and Australia and London. She is currently Vice President, Human Resources at GSK Consumer Health Asia Pacific.

Ms Tay holds a Bachelor of Commerce (Accounting) degree from the Flinders University of South Australia. She is a member of the Institute of Singapore Chartered Accountants, the CPA Australia and Singapore Human Resources Institute. She started her career as a Certified Practising Accountant.



## **TENGGU TAN SRI DR MAHALEEL BIN TENGGU ARIFF**

Non-Executive and Non-Independent Director

Tengku Mahaleel has a diverse career, having started his career in Nestle Malaysia Berhad, then joining Shell Malaysia for 20 years and then Proton Holdings Berhad as the Group Chief Executive Officer. He left Proton Board and retired from Nestle Board. Tengku Mahaleel was the Executive Chairman of Tien Wah Press Holdings Berhad ("TWPH") from 20 November 2006 to 31 August 2010. He was re-designated as Non-Executive Chairman on 1 September 2010, a position he assumed until he retired on 16 February 2015. He has over 40 years' experience in the food, paper, cigarette, oil, marine, aviation, car and motorcycle industries and has represented Malaysia in the Asia Pacific Economic Council and the Asean Business Advisory Council.

Tengku Mahaleel graduated from the University of Malaya in 1970 with a Bachelor of Arts (Honours) and has attended courses at Harvard, London School of Economics and the Manchester Business School on Strategy, Strategic Management and Marketing. He is Honorary President of Badminton Association Malaysia and a member of the Board of Governors of University Sains Malaysia.



## **PHUA TIN HOW**

Non-Executive and Independent Director

Mr Phua was appointed to the Board as a Non-Executive and Independent Director on 27 February 2020.

Mr Phua held several senior appointments in the public service prior to 1994, the last being the Principal Private Secretary to the Deputy Prime Minister and later, the Principal Private Secretary to the President of Singapore. From 1994 to 2003, Mr Phua was concurrently the Group President of DelGro Corporation Ltd and President and CEO of SBS Transit Ltd. Mr Phua had also served on the boards of several other companies listed on the Mainboard of SGX-ST, and is currently the Non-Executive Chairman of ValueMax Group Limited and an independent director of YHI International Ltd.

Mr Phua holds a Master in Business Administration degree from INSEAD, France, and a Bachelor of Science (Hons) degree from the University of Singapore.

# KEY MANAGEMENT



## **GEORGE LEE CHEE WHYE**

Chief Executive Officer (Tien Wah Press Holdings Berhad)

Mr Lee first joined New Toyo Aluminium Paper Product Co. (Pte) Ltd, a subsidiary of New Toyo International Holdings Ltd, as the Operations Manager in March 2005 and was subsequently promoted to Business Head of Specialty Papers Division in October 2006. In October 2011, he was appointed as Acting CEO of the Group and subsequently became the Chief Executive Officer of the Company in July 2012. In November 2014, Mr Lee was seconded to the Company's listed subsidiary in Malaysia, Tien Wah Press Holdings Berhad ("TWPH") as its Chief Executive Officer, a position he holds to date. He also sits on the Board of TWPH as an Executive Director effective 1 September 2016.

He holds a Bachelor in Computer Science with Business degree and has more than 20 years of senior management, operations and marketing experience.



## **LIONEL YAP CHEE CHEONG**

Chief Executive Officer (Specialty Papers)

Mr Yap joined the Group as Finance and Operations Assistant Manager in April 2007 and was promoted to General Manager of New Toyo Aluminium Paper Product Co. (Pte) Ltd, a subsidiary of New Toyo International Holdings Ltd. He was subsequently promoted to Business Head of Specialty Papers Division in July 2012 and was renamed as the Chief Executive Officer (Specialty Papers) in September 2016. Mr Yap is responsible for the revenue growth, profitability and long term sustainability of the Specialty Papers business in the Group. Prior to joining the Group, Mr Yap was the Group Accountant and Business Manager for a foreign international school based in Singapore. He is a member of the Institute of Singapore Chartered Accountants.



## **JOSHUA LAM CHIN CHONG**

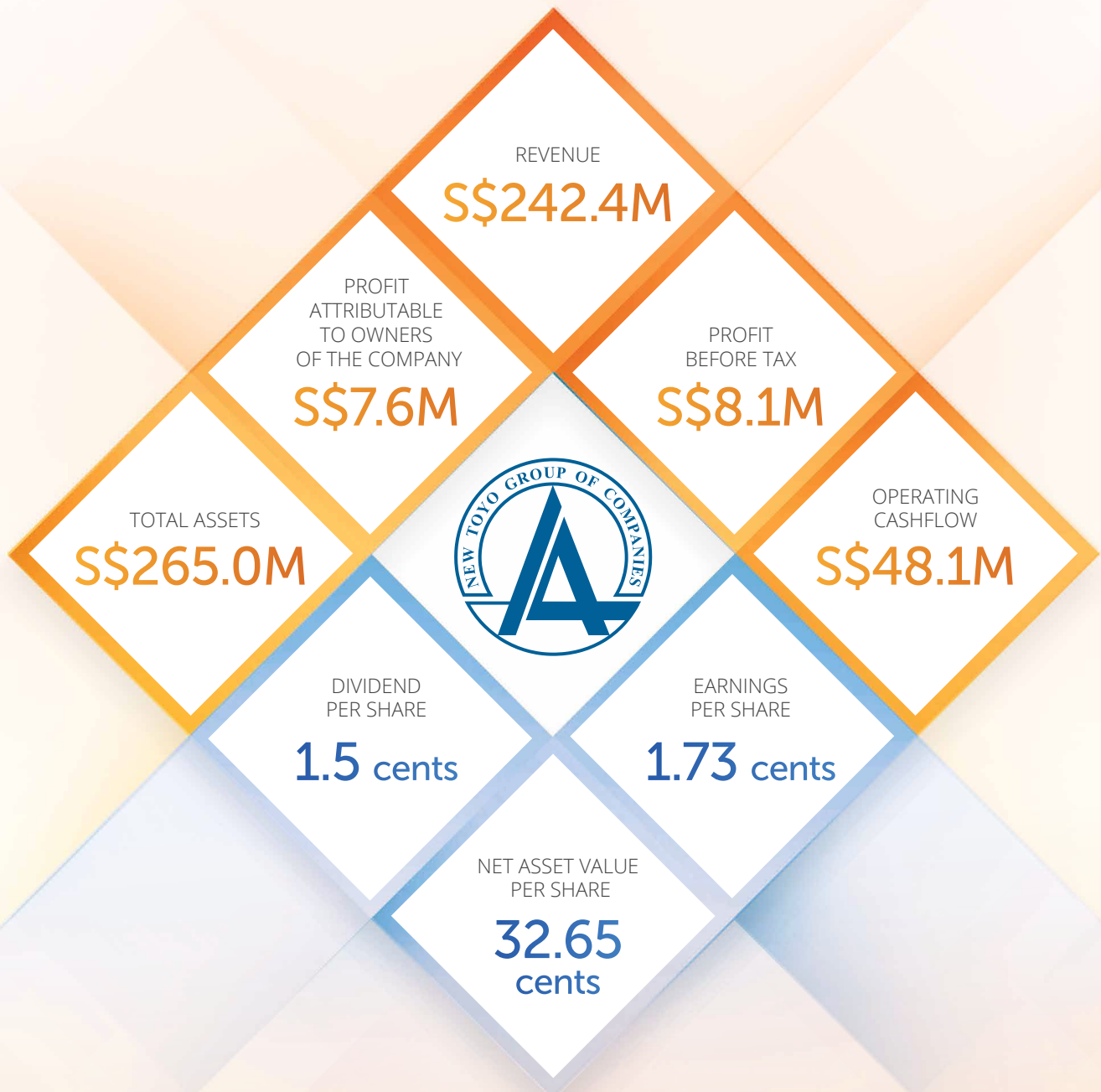
Chief Financial Officer

Mr Joshua Lam joined the Group in November 2018. He is responsible for overseeing the Group's corporate finance activities, investor relations and all aspects of the treasury, financial and accounting functions.

Mr Lam has more than 20 years of experience in accounting, corporate finance, financial and general management in various industries particularly in retail, hospitality, tourism and entertainment with vast working exposure in United Kingdom, Hong Kong, Malaysia, Vietnam and Singapore. He has held senior financial positions and has served as Finance Director of Popular Holdings Limited, a formerly SGX-ST Mainboard listed company, from December 2013 to February 2018. Prior to that, he was with Resorts World at Sentosa Pte Ltd as the Assistant Director – Finance.

He holds a Bachelor Degree (Hons) in Sustainable Performance Management from Manchester Metropolitan University in Manchester, England.

## KEY FIGURES



# FINANCIAL HIGHLIGHTS

## Three-Year Financial Summary

	2020	2019	2018
<b>Condensed Consolidated Profit &amp; Loss Information (\$\$'000)</b>			
Revenue	242,385	301,102	271,321
Earnings before interest, tax, depreciation and amortisation (EBITDA)	29,570	9,471	25,565
Profit before interest and tax	10,921	(11,905)	7,770
Profit before tax	8,131	(15,823)	5,992
Net profit/(loss) for the year	7,514	(18,077)	4,197
Attributed to :			
Owners of the Company	7,591	(15,231)	4,220
Non-controlling interests	(77)	(2,846)	(23)
<b>Condensed Consolidated Balance Sheet Information (\$\$'000)</b>			
Total assets	264,966	304,666	330,510
Cash and cash equivalents	33,958	34,688	42,575
Total liabilities	80,169	117,394	118,162
Loans and borrowings	38,519	71,305	67,193
Equity attributable to owners of the Company	143,470	144,228	164,430
<b>Cashflow Information (\$\$'000)</b>			
Operating cashflow	48,072	29,685	(23,649)
<b>Per Share Data (\$\$ cents)</b>			
Earnings per share			
- basic	1.73	(3.47)	0.96
- fully diluted	1.73	(3.47)	0.96
Net asset value per share	32.65	32.82	37.42
Dividend per share	1.50	0.90	1.50
<b>Share Information</b>			
Number of shares in issue ('000)	439,425	439,425	439,425
Weighted average number of shares in issue ('000)			
- basic	439,425	439,425	439,425
- fully diluted	439,425	439,425	439,425

# NEW TOYO'S BUSINESS DIVISIONS

## SPECIALTY PAPERS

The Specialty Papers product range includes laminated aluminium foil paper, coated paper and metallised paper and metallised polyethylene terephthalate. These products are applied mainly in cigarette packaging, food, beverages, wine and liquor, tissue boxes, cosmetic packaging and gift-wrapping.

- New Toyo Aluminium Paper Product Co. (Pte) Ltd
- Paper Base Converting Sdn Bhd
- Vina Toyo Company Ltd
- New Toyo (Vietnam) Aluminium Paper Packaging Co., Ltd
- New Toyo Aluminium Gulf Paper Packaging FZE
- New Toyo Paper Products (Shanghai) Co., Ltd

## PRINTED CARTONS & LABELS

The Printed Cartons and Labels Business has two main types of printing, gravure and lithography. Gravure printing is a specialised high speed printing process used for the printing of high quality paper prints mainly for cigarette packaging. Lithography or offset printing is mainly used for the supply of folded cartons and labels for fast moving consumer goods.

- Alliance Print Technologies Co., Ltd
- Alliance Print Technologies FZE
- Max Ease International Limited
- PT Bintang Pesona Jagat

## TRADING

The Trading Business engages in the sale of raw materials, paper products and equipment.

- New Toyo International Co (Pte) Ltd
- Fast Win Enterprise Limited

## OTHERS

Others include the Corrugated Containers, Tissue Paper Businesses and the investment holding companies.

- New Toyo International Holdings Ltd
- Vina Toyo Company Ltd
- Sen Yang Enterprise Co., Ltd
- Tien Wah Press Holdings Berhad

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**YEN WEN HWA**

*Executive Chairman*

**ANGELA HENG CHOR KIANG**

*Group Chief Executive Officer*

**WAN TAI FOONG**

*Non-Executive and Lead Independent Director*

**VICTORIA TAY SEOK KIAN**

*Non-Executive and Independent Director*

**TENGKU TAN SRI DR MAHALEEL BIN TENGKU ARIFF**

*Non-Executive and Non-Independent Director*

**PHUA TIN HOW**

*Non-Executive and Independent Director*

## AUDIT COMMITTEE

**WAN TAI FOONG**, *Chairman*

**TENGKU TAN SRI DR MAHALEEL BIN TENGKU ARIFF**

**VICTORIA TAY SEOK KIAN**

**PHUA TIN HOW**

## NOMINATING COMMITTEE

**VICTORIA TAY SEOK KIAN**, *Chairman*

**ANGELA HENG CHOR KIANG**

**WAN TAI FOONG**

## REMUNERATION COMMITTEE

**VICTORIA TAY SEOK KIAN**, *Chairman*

**TENGKU TAN SRI DR MAHALEEL BIN TENGKU ARIFF**

**PHUA TIN HOW**

**WAN TAI FOONG**

## COMPANY SECRETARY

**LEE WEI HSIUNG, ACIS**

## SHARE REGISTRAR

Tricor Barbinder Share Registration Services

80 Robinson Road #11-02

Singapore 068898

Tel: (65) 6236 3333

Fax: (65) 6236 4399

## COMPANY REGISTRATION NUMBER

199601387D

## REGISTERED OFFICE ADDRESS

80 Robinson Road #02-00

Singapore 068898

Tel: (65) 6236 3333

Fax: (65) 6236 4399

## BUSINESS ADDRESS

16 Soon Lee Road

Singapore 628079

Tel: (65) 6238 2188

Fax: (65) 6238 1082

## AUDITOR

Ernst & Young LLP

One Raffles Quay

North Tower, Level 18

Singapore 048583

Audit Partner in charge: Hah Yanying

(Appointed since financial year ended

31 December 2020)

## PRINCIPAL BANKERS

Bangkok Bank Public Company Limited

DBS Bank Ltd

Habib Bank Limited

Oversea-Chinese Banking Corporation Limited

The Hongkong and Shanghai Banking Corporation Limited

United Overseas Bank Limited

## STOCK DATA

Counter name: New Toyo

SGX Code: N08

Listed on 4 April 1997

ISIN code: SG1E32850828

Bloomberg code: Toyo SP

Reuters code: NTYO.SI

## INVESTOR RELATIONS

Head Office – Singapore

Joshua Lam Chin Chong

Email: [joshua.lam@newtoyo.com](mailto:joshua.lam@newtoyo.com)

Tel: (65) 6238 2173

Company website: [www.newtoyo.com](http://www.newtoyo.com)

# SUSTAINABILITY MANAGEMENT

## OUR SUSTAINABILITY ETHOS

**“To do our part to Safeguard our Environment and better the lives of Our People and the Communities where we Work and Live”**

Building a sustainable future requires the collective efforts of individuals, companies, economies, and the global community working together. We understand the importance of the role we play and remain fully committed to long-term sustainability. By working closely with our stakeholders, we can address the needs of today while ensuring a sustainable future for generations to come.

Our approach to sustainability is based on three guiding principles of Stability, Strategy and Sustainability. These provide the foundation to our engines of growth and are key in our focus on creating sustainable value for our key stakeholders.

### Stability, Strategy and Sustainability

For the 2020 annual report, our strategic focus is on “Strengthening Core Capabilities”. The cover features a minimalist pattern of interwoven papers to represent the idea of the Group strengthening our core capabilities and enhancing our overall operations which will enable us to respond to future developments demanded by the industry. Increasing the productivity of our facilities and practices, including materials management, task organisation and waste reduction, establishes the development of our business and growth of our market share going forward. Fundamental to this is a commitment to sustainability by adopting best practices. We thereby enhance our standing in the communities where we operate, engage local regulators, and promote efficiency in our business and operations.

### Environmental Preservation

An important component of our sustainability approach is an emphasis on efficiency and effective planning throughout the organisation. We are dedicated to reducing our environmental impact through a proactive approach to minimising waste and reducing the use of natural resources in our operations. We have begun adopting water-based lacquers, which are less hazardous to our employees and more environmentally friendly.

Our machinery undergoes regularly scheduled maintenance which helps decrease machine downtime. This translates into a reduction in our carbon footprint, as our machines consume more electricity when switching between a disconnected to running mode, as compared to running at a constant rate.

# SUSTAINABILITY MANAGEMENT

## Our People

Upholding basic human rights, maintaining a safe work environment, engaging globally with our employees and providing an inclusive work environment that empowers our employees are fundamental to our sustainability approach.

We believe human capital development is a key to success. We prioritise promoting from within, instead of hiring externally. Each year, we encourage and promote employees that have shown ability and excellence in their fields of work. We also identify high-potential candidates for future leadership positions through a series of rigorous profiling and appraisals. In addition, we ensure all employees have access to training opportunities and skills upgrading that enable them to develop the relevant skills and knowledge that are aligned with the future growth of New Toyo.

Workplace health and safety are of utmost importance to us, and we prioritise the safety and well-being of our people at all times. We maintain compliance with applicable industry standards and adopt a rigorous system to minimise safety breaches, enabling a strong culture of safety awareness.

It is our policy to ensure equal employment opportunity without discrimination or harassment. We adopt a zero-tolerance approach towards these matters and all claims are taken seriously with strict disciplinary actions applied. We are guided by our Code of Conduct, which is readily available to all employees. Should concerns arise, employees may contact their local human resource department and/or bring the case to our Group Human Resource department. There were no reported incidences of discrimination or harassment in 2020.

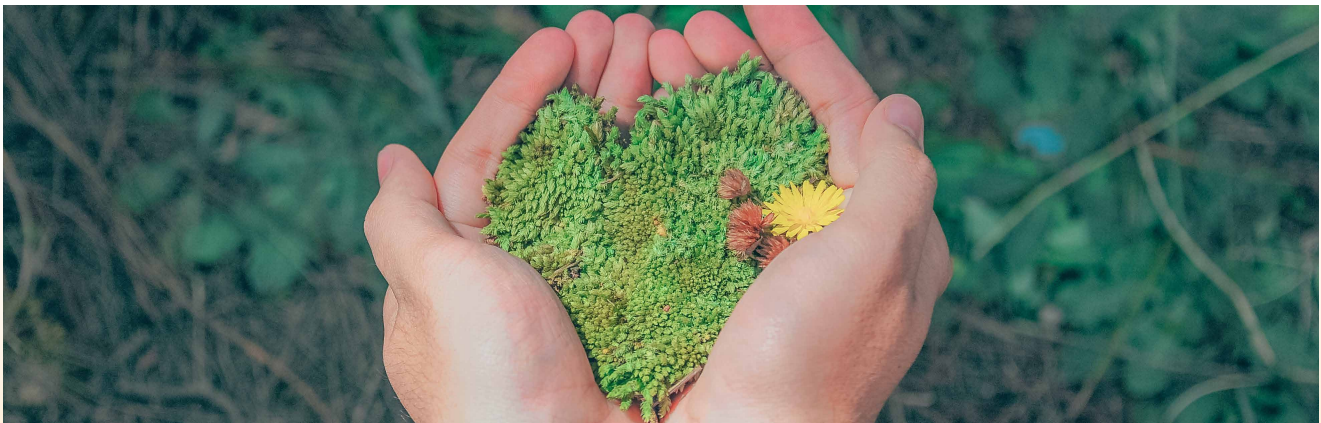
## Community Engagement

We believe in giving back to society and supporting the communities in which we operate. Through a combination of sponsoring charitable activities and aiding non-profit organisations, we hope our contributions help to deliver a sustainable future for our stakeholders. Our Sponsorship and Corporate Donation Policy offers guidelines in identifying priorities for sponsorships and corporate donations. Non-profits devoted to education, community development, environmental improvement, humanitarian and social projects and economic development are chosen based on a pre-determined criterion. We have been making several donations since year 2017 to various non-profit organisations and local communities such as National Heart Centre Singapore, Vietnam Red Cross Society, and Xiamen Haicang District Education Foundation in our efforts to better society.

## Customer Satisfaction

Being a reputable leader in the packaging industry, we promote continuous quality improvement and timely fulfillment of our customers' needs. To maintain the highest quality of our products and customer satisfaction, we ensure that all phases of production, from input materials to the final product, comply with our ISO9001 certification using a rigorous quality management system that enhances our ability to meet and exceed our customers' expectations.

For more information on New Toyo Group's sustainability efforts, a detailed report will be made available on our website, <http://www.newtoyo.com/investannualreport.htm> by 31 May 2021.



# CORPORATE GOVERNANCE

New Toyo International Holdings Ltd (the “Company”, and together with its subsidiaries, the “Group”) is committed to maintaining a high standard of corporate governance.

The Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) requires all listed companies to describe in their Annual Reports their corporate governance practices with specific reference to the principles and the provisions of the Code of Corporate Governance 2018 (the “Code”).

For the financial year ended 31 December 2020 (“FY2020”), the Company has adhered to the principles and provisions as set out in the Code, save as otherwise highlighted in this report in relation to certain provisions of the Code.

## 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.

#### *Provision 1.1 (Conduct, ethics and culture)*

The directors of the Company (“Directors”) are fiduciaries who act objectively in the best interests of the Group and hold Management accountable for performance. The Board of Directors (“Board”) has put in place a code of conduct and ethics. It also sets the tone for the Group in respect of ethics, values and desired organisational culture, and ensures proper accountability within the Group. Any Director who faces a conflict of interest or a possible conflict of interest, in relation to a matter, must promptly declare his interest at a meeting of Directors or send a written notice to the Company containing details of his interest and the conflict and recuses himself from discussions and decisions on the matter.

#### *Provision 1.2 (Duties, induction, training and development)*

The Directors understand the Company’s business as well as their directorship duties (including their roles as executive, non-executive and independent directors). New and existing Directors are provided with induction, training and the opportunities to develop and maintain their skills and knowledge at the Company’s expense.

The Company conducts orientation programs for new Directors so that they are familiar with their duties and its business activities, strategic directions, policies and risks as well as governance practices. Such programs include briefings by Management and visits to principal subsidiaries.

Furthermore, the Directors receive training, briefing and/or updates on applicable laws, regulations and practices, accounting standards, risk management as well as industry-specific knowledge, issues and risks from time to time. For instance, the Directors attended a training conducted by a law firm on directors’ fiduciary duties, announcements and dealings in securities in 2020.

#### *Provision 1.3 (Board approval)*

The principal functions of the Board, in addition to carrying out its statutory responsibilities, are as follows:

- overseeing the formulation of and approving the Group’s overall long-term strategic objectives and directions, taking into consideration sustainability issues (eg. environmental and social factors);
- overseeing and reviewing the management of the Group’s business affairs, financial controls, performance and resource allocation;
- establishing a framework of prudent and effective controls to assess and manage risks and safeguard shareholders’ interests and the Group’s assets;
- identifying the key stakeholder groups and recognising that their perceptions affect the Company’s reputation; and

# CORPORATE GOVERNANCE

- setting the Company's values and standards (including ethical standards) and ensuring that obligations to shareholders and other stakeholders are understood and met.

The Board has adopted internal guidelines governing matters that require the Board's approval and given clear directions to Management on matters that must be approved by the Board. The Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Board Committees (as defined below) and Management via a structured delegation of authority matrix, which is reviewed on a regular basis and accordingly revised when necessary. Matters requiring Board's approval include annual budgets, investments, divestments, major contracts, financial reporting, borrowings and the appointments of Directors and the Group Chief Executive Officer.

## *Provision 1.4 (Board committees)*

The Board has established an Audit Committee ("AC"), a Nominating Committee ("NC") and a Remuneration Committee ("RC") (collectively, the "Board Committees"). The Board Committees function within clearly defined written terms of reference setting out their compositions, authorities and duties. The names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions and a summary of each committee's activities, are disclosed in this Annual Report.

## *Provision 1.5 (Board and committee meetings)*

The Board and the Board Committees meet on a regular basis and as and when necessary to address any specific significant matters that may arise. The Constitution of the Company provides for telephonic and video-conferencing meetings. The Board and the Board Committees may also decide on matters by way of circular resolutions. The Directors attend and actively participate in Board and Board Committee meetings. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of the Company.

The number of Board, Board Committee and general meetings held in FY2020 and each Director's attendances at such meetings are set out below:

	Board	AC	NC	RC	GM
<b>Number of meetings held</b>	6	4	4	3	1
<b>Number of meetings attended</b>					
Yen Wen Hwa	6	N/A	N/A	N/A	1
Angela Heng Chor Kiang	5	N/A	3	N/A	1
David Lim Teck Leong <sup>(1)</sup>	2	2	1	1	1
Victoria Tay Seok Kian	5	4	4	3	1
Tengku Tan Sri Dr Mahaleel bin Tengku Ariff	5	3	N/A	1	1
Wan Tai Foong <sup>(2)</sup>	6	4	3	2	1
Phua Tin How <sup>(3)</sup>	6	2	N/A	3	1

### **Notes:**

GM – general meetings of shareholders including the annual general meeting for the year

N/A – not a member

(1) retired as a Director on 24 June 2020

(2) appointed as a member of the Nominating Committee and the Remuneration Committee on 24 June 2020

(3) appointed as a member of the Audit Committee on 24 June 2020

# CORPORATE GOVERNANCE

## *Provision 1.6 (Access to information)*

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.

Directors are from time to time furnished with detailed information concerning the Group to support their decision-making process. The Board has separate and independent access to senior management and the company secretary and is informed of material events and transactions as and when they occur.

Prior to each Board meeting, members of the Board are each provided with the relevant documents and information necessary for them to comprehensively understand the issues to be deliberated upon and make informed decisions thereon. Such information includes budgets, forecasts, quarterly unaudited financial statements, related materials, facts, operational review, risk analysis, financial impact, expected outcomes, conclusions and recommendations.

As a general rule, notices are sent to the Directors at least one week in advance of Board meetings, followed by the Board papers, in order for the Directors to be adequately prepared for the meetings.

## *Provision 1.7 (Access to management, company secretary and advisers)*

The Board (whether individually or as a whole) has separate and independent access to the Management and the company secretary at all times, and may seek independent professional advice, if necessary, at the expense of the Company. The appointment and removal of the company secretary is subject to the approval of the Board. The company secretary attends all Board meetings and ensures that all Board procedures are followed. Where the company secretary is unable to attend any Board meeting, he ensures that a suitable replacement is in attendance and that proper minutes of the same are taken and kept.

## **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.

## *Provision 2.1 ("independent" director)*

The Board considers an "independent" Director to be one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

## *Provision 2.2 (Independent directors make up a majority of the Board)*

The Board noted that the Code requires independent directors to make up a majority of a board of directors where the board chairman is not independent. As the Executive Chairman of the Company is not independent and given the retirement of an independent Director at the forthcoming annual general meeting of the Company and the re-designation of an independent Director to a non-independent role, the Board is looking to appoint additional independent Directors to ensure it is in line with the requirement of the Code. Notwithstanding the foregoing, the Board exercises independent judgment on corporate affairs and provide the Management with a diverse and objective perspective on issues.

## *Provision 2.3 (Non-executive directors make up a majority of the Board)*

Non-executive Directors make up a majority of the Board. They constructively challenge and assist in the development of business strategies and assist the Board in reviewing the performance of the Management in meeting goals and objectives and monitoring the reporting of performance.

# CORPORATE GOVERNANCE

## *Provision 2.4 (Board size and diversity)*

The Board comprises the following members, all of whom have the appropriate core competencies and diversity of experience needed to enable them to effectively contribute to the Group.

Yen Wen Hwa	Executive Chairman
Angela Heng Chor Kiang	Group Chief Executive Officer & Executive Director
Wan Tai Foong	Lead Independent Director
Victoria Tay Seok Kian	Independent Director
Tengku Tan Sri Dr Mahaleel bin Tengku Ariff	Non-Independent Director
Phua Tin How	Independent Director

The profiles of the Directors are set out in the “Board of Directors” section of this Annual Report.

The composition of the Board is reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise, experience, balance, diversity and knowledge of the Company and collectively possesses the necessary core competencies for effective functioning and informed decision-making. The Board as a group comprises members with core competencies in accounting and finance, human resource, business and management and strategic planning as well as industry and customer-based experience and knowledge.

The Board has examined its and its Board Committees’ size and is of the view that they are of an appropriate size, taking into account the scope and nature of the operations of the Company and the requirements of the business.

The Board and the Board Committees comprise Directors who as a group provide the appropriate balance and mix of skills, knowledge, experience and gender so as to avoid groupthink and foster constructive debate for effective decision-making. There is no individual or small group of individuals who dominates the Board’s decision-making.

The Board adopted a board diversity policy which recognises the importance of having an effective and diverse Board. The main objective of the policy is to have the appropriate balance of skills, experience, knowledge and other aspects of diversity (eg. gender, age and nationality) on the Board to support the long-term success of the Group. Under the policy, the NC is responsible for recommending to the Board the relevant practices to promote and achieve diversity on the Board. The Board is making progress on the implementation of the board diversity policy. For instance, the Board embraces gender diversity and currently has two female members out of six Directors.

## *Provision 2.5 (Non-executive directors meet regularly without the presence of Management)*

Where necessary or appropriate including before or after each quarterly meeting of the Board, the non-executive Directors meet without the presence of Management. The chairman of such meetings provides feedback to the Board and/or the Chairman as appropriate.

### **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.

## *Provision 3.1 (The Chairman and the Chief Executive Officer are separate persons)*

The positions of Executive Chairman and Group Chief Executive Officer are held by separate individuals to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

# CORPORATE GOVERNANCE

## *Provision 3.2 (Division of responsibilities)*

There is a division of responsibilities between the Executive Chairman and the Group Chief Executive Officer.

Mr Yen Wen Hwa is the Executive Chairman and oversees the overall strategic directions and expansion plans for the growth and development of the Group. As Chairman of the Board, his responsibilities include leading the Board, promoting a culture of openness and debate at the Board, ensuring effective communication with shareholders, encouraging constructive relations between the Board and the Management, facilitating the effective contribution of the non-executive Directors and promoting high standards of corporate governance. With the assistance of the company secretary, he also ensures that Board meetings are held as and when required, sets the agenda for the Board meetings and ensures the quality, quantity and timeliness of the flow of information between the Management, the Board and the shareholders.

Ms Angela Heng Chor Kiang is the Group Chief Executive Officer who executes the Company's long-term strategy and implements its long and short term plans as well as oversees the overall business and general management of the Group.

## *Provision 3.3 (Lead independent director)*

The Board has a lead independent Director to provide leadership in situations where the Executive Chairman is conflicted. The lead independent Director also provides feedback to the Executive Chairman after meetings of non-executive Directors. Mr Wan Tai Foong is the lead independent Director. He is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Executive Chairman, Group Chief Executive Officer or Chief Financial Officer is inappropriate or inadequate.

## **Board Membership**

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

## *Provision 4.1 (Terms of reference of the Nominating Committee)*

The written terms of reference of the NC include the following:

- (a) making recommendations to the Board on relevant matters relating to:
  - (i) the review of succession plans for Directors, in particular, the appointment and/or replacement of the Executive Chairman, the Group Chief Executive Officer and key management personnel;
  - (ii) the process and criteria for evaluation of the performance of the Board, the Board Committees and the Directors;
  - (iii) the review of training and professional development programmes for the Board and the Directors; and
  - (iv) the appointment and re-appointment of Directors (including alternate Directors, if any);
- (b) considering important issues as part of the process for the selection, appointment and re-appointment of Directors including the composition and progressive renewal of the Board and each Director's competencies, commitment, contribution and performance (eg. attendance, preparedness, participation and candour) including, if applicable, as an independent Director. All Directors will be required to submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years;
- (c) determining annually, and as and when circumstances require, whether a Director (including an alternate Director) is independent, bearing in mind the circumstances set forth under the Code and any other salient factors;
- (d) assessing whether a Director is able to perform and has been adequately carrying out his duties as a director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments and where necessary recommending to the Board guidelines to address the competing time commitments that are faced when Directors serve on multiple boards;

# CORPORATE GOVERNANCE

- (e) assessing and determining the independence status of the independent Directors;
- (f) reviewing vigorously the independence status of any independent Director serving the Board beyond nine years from the date of his first appointment;
- (g) working with the Board to assess the effectiveness of the Board as a whole and the Board Committees and the contribution by each Director to the effectiveness of the Board; and
- (h) recommending to the Board how the Board's performance may be evaluated and proposing objective performance criteria.

## *Provision 4.2 (Composition of the NC)*

The NC comprises Ms Victoria Tay Seok Kian, Mr Wan Tai Foong and Ms Angela Heng Chor Kiang, the majority of whom, including the NC chairperson, are independent. The NC chairperson is Ms Victoria Tay Seok Kian. The lead independent Director, Mr Wan Tai Foong, is a member of the NC.

## *Provision 4.3 (Process for the selection, appointment and re-appointment of Directors)*

With respect to the selection and appointment of new Directors to the Board, the Company procures search services, contacts and recommendations for the purposes of identifying suitably qualified and experienced candidates. The NC reviews the resume of the candidates and considers their skills, knowledge and experience, interviews the short-listed candidates and recommends the most suitable candidate(s) to the Board for approval.

Board appointments are made by way of a board resolution after the NC has, upon reviewing the resume of the proposed Director(s), conducting appropriate interviews and having regard to the Board diversity policy, recommended the proposed appointment(s) to the Board. Pursuant to the Constitution of the Company, each Director is required to retire at least once every three years by rotation, and all newly appointed Directors who are appointed by the Board are required to retire at the next annual general meeting of the Company following their appointment. The retiring Directors are eligible to offer themselves for re-election.

The dates of initial appointment and last re-election of the Directors, together with their directorships in other listed companies and their principal commitments, are set out below:

Director	Position	Date of Initial Appointment	Date of Last Re-election	Directorships in other listed companies	Other Principal Commitments
Yen Wen Hwa	Executive Chairman	1 September 2016	24 June 2020	Tien Wah Press Holdings Berhad	Director of New Toyo Pulppy (Vietnam) Co. Ltd
Angela Heng Chor Kiang	Group Chief Executive Officer	27 March 2014	30 April 2019	Tien Wah Press Holdings Berhad	Board member of Trinity Christian Centre
Victoria Tay Seok Kian	Independent Director	31 July 2012	27 April 2018	Nil	Vice President, Human Resources at GSK Consumer Health Asia Pacific
Tengku Tan Sri Dr Mahaleel bin Tengku Ariff	Non-Independent Director	1 March 2007	24 June 2020	Nil	Member of the Board of Governors of University Sains Malaysia
Wan Tai Foong	Independent Director	1 August 2019	24 June 2020	OneApex Limited	Chief Executive Officer of Qi Capital Pte. Ltd.
Phua Tin How	Independent Director	27 February 2020	24 June 2020	YHI International Limited ValueMax Group Limited	Director of Beijing Yinjian Industry Co. Ltd Director of Hao Hua Holdings Pte. Ltd. Director of TranSil Corporation Pte. Ltd.

# CORPORATE GOVERNANCE

Key information regarding the Directors, including their shareholdings in the Company, is set out in the “Board of Directors” section and “Directors’ Statement” section of this Annual Report.

The NC, in determining whether to recommend a Director for re-appointment, would have regard to the Director’s performance and contribution to the Group and whether the Director has adequately carried out his or her duties as a director.

The NC has nominated Ms Angela Heng Chor Kiang, who will retire by rotation at the forthcoming Annual General Meeting, for re-election by the Company’s shareholders.

Ms Victoria Tay Seok Kian will be retiring as a Director and will not be seeking re-election at the forthcoming Annual General Meeting. The Board would like to extend its gratitude and appreciation to Ms Tay for her invaluable contributions during her term in office and wishes her well in her future endeavours.

#### *Provision 4.4 (Determining the independence of a Director)*

The Board comprises six Directors, of whom three are independent, namely, Ms Victoria Tay Seok Kian, Mr Wan Tai Foong and Mr Phua Tin How.

The Directors are required to disclose to the Board their relationships with the Company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence. If the Board, having taken into account the views of the NC, determines that such Directors are independent notwithstanding the existence of such relationships, the Company will disclose the relationships and its reasons in the Annual Report.

The independence of each Director is reviewed annually by the NC. Each independent Director is required to complete a checklist annually to confirm his independence based on the guidelines as set out in the Code. Having carried out its review, the NC is of the view that Ms Victoria Tay Seok Kian, Mr Wan Tai Foong and Mr Phua Tin How have satisfied the criteria for independence.

#### *Provision 4.5 (Duties and obligations of the Directors)*

The NC ensures that new Directors are aware of their duties and obligations. The NC also decides if a Director is able to and has been adequately carrying out his or her duties as a director of the Company taking into consideration the Director’s number of listed company board representations and other principal commitments. Such other listed company directorships and principal commitments of each Director are disclosed in the table under Provision 4.3 above.

The NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company, notwithstanding other listed company directorships and/or principal commitments of some Directors.

## **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.

#### *Provision 5.1 (Performance criteria)*

The NC recommends for the Board’s approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each Board Committee separately, as well as the contribution by the Board Chairman and each individual Director to the Board.

#### *Provision 5.2 (Assessment process)*

A formal assessment process is in place to assess the effectiveness of the Board, the Board Committees and each Director annually. To-date, the Board does not require the assistance of an external facilitator in relation to the assessment process.

# CORPORATE GOVERNANCE

In carrying out the assessment, each Director completes assessment checklists which contain objective performance criteria and factors such as the compositions and effectiveness of the Board and the Board Committees, conduct of meetings, corporate strategy and planning, risk management and internal control, recruitment and evaluation, compensation, financial reporting, communication with shareholders and a Director's skills, knowledge, experience and contributions. Assessment results are analysed and key areas for improvement and follow-up actions are highlighted and discussed at the Board meeting.

## 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.

#### *Provision 6.1 (Terms of reference of the Remuneration Committee)*

The RC has specific terms of reference and its duties, roles and authority include:

- (a) reviewing and recommending to the Board a framework of remuneration for the Board and key management personnel;
- (b) reviewing and recommending to the Board the specific remuneration packages for each Director as well as for the key management personnel;
- (c) reviewing the obligations of the Company or its relevant subsidiary in the event of termination or cessation of the Executive Director's or key management personnel's contracts of service including severance payments, retirement payments, gratuities and ex-gratia payments; and
- (d) considering, evaluating and, if appropriate, recommending to the Board long-term incentive schemes for Directors and key management personnel.

#### *Provision 6.2 (Composition of the RC)*

The RC comprises Ms Victoria Tay Seok Kian, Mr Wan Tai Foong, Tengku Tan Sri Dr Mahaleel bin Tengku Ariff and Mr Phua Tin How, the majority of whom, including the chairperson of the RC, are independent. The chairperson of the RC is Ms Victoria Tay Seok Kian.

#### *Provision 6.3 (Remuneration terms)*

The RC considers all aspects of remuneration including but not limited to director fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination terms to ensure they are fair.

#### *Provision 6.4 (Remuneration consultants)*

The members of the RC are familiar with executive compensation matters as they manage their own businesses and/or are holding other directorships, and therefore do not currently need the assistance of an external expert. Nonetheless, the RC has access to appropriate external expert advice in the field of executive compensation, if required. The RC's recommendations are submitted to the Board for endorsement. No Director is involved in deciding his own remuneration.

### Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

# CORPORATE GOVERNANCE

## *Provision 7.1 (Performance-related remuneration)*

A significant and appropriate proportion of the Executive Directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company.

In setting remuneration packages, the Company takes into account pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of individual Directors and key management personnel.

Remuneration for the Executive Directors and key management personnel includes a basic salary component, allowances together with other benefits in kind and a variable component based on the performance of the Group as a whole.

## *Provision 7.2 (Non-executive Directors)*

Non-executive Directors receive director fees for their effort and time spent, responsibilities and contributions to the Board, subject to shareholders' approval at annual general meetings. Given the size and operations of the Group, the RC considers the current fees adequately compensate the non-executive Directors, without over-compensating them as to compromise their independence.

## *Provision 7.3 (Attract, retain and motivate)*

The Company has remuneration plans 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.

## **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.

## *Provision 8.1 (Policy, criteria and breakdown)*

Having regard to the nature of the business, structure and requirement of the Group, the Company has established a performance-based remuneration system for Executive Directors and key management personnel that is flexible and responsive to the market, comprising a base salary, other fixed allowances, together with benefits in kind, as well as a performance bonus which is based on the Group's performance and the individual's performance.

The level and mix of remuneration paid or payable to the Directors and key management personnel for FY2020 are set out below:

Directors	Salary <sup>(a)</sup> S\$	Bonus <sup>(a)</sup> S\$	Director Fee S\$	Other Benefits S\$	Total S\$
<b>Executive Chairman</b>					
Yen Wen Hwa	143,168 <sup>(b)</sup>	Nil	89,117 <sup>(c)</sup>	Nil	232,285
<b>Group Chief Executive Officer and Executive Director</b>					
Angela Heng Chor Kiang	266,480	35,200	Nil	38,195	339,875
<b>Lead Independent Director</b>					
Wan Tai Foong	Nil	Nil	75,191	Nil	75,191
<b>Independent Director</b>					
Victoria Tay Seok Kian	Nil	Nil	80,000	Nil	80,000
<b>Non-Independent Director</b>					
Tengku Tan Sri Dr Mahaleel bin Tengku Ariff	Nil	Nil	70,000	Nil	70,000
<b>Independent Director</b>					
Phua Tin How	Nil	Nil	52,430	Nil	52,430

# CORPORATE GOVERNANCE

## Notes:

- (a) Inclusive of contributions to the Central Provident Fund.
- (b) Received from both the Company and Tien Wah Press Holdings Berhad ("TWPH"), a listed subsidiary of the Company.
- (c) Received from both the Company and a subsidiary.

Key Management Personnel (in remuneration bands)	Salary <sup>(a)</sup> S\$	Bonus <sup>(a)</sup> S\$	Director Fee S\$	Other Benefits S\$	Total S\$
<b>S\$500,001 to S\$750,000</b> George Lee Chee Whye	97%	Nil	Nil	3%	100%
<b>S\$250,001 to S\$500,000</b> Lionel Yap Chee Cheong	73%	15%	2% <sup>(b)</sup>	10%	100%
<b>S\$250,001 to S\$500,000</b> Gavin Ong Yew Dee	97%	3%	Nil	Nil	100%
<b>S\$0 to S\$250,000</b> Joshua Lam Chin Chong	92%	5%	Nil	3%	100%
<b>S\$0 to S\$250,000</b> Leong Wai Ming	91%	9%	Nil	Nil	100%

## Notes:

- (a) Inclusive of contributions to applicable provident funds.
- (b) Received from a subsidiary.

The aggregate total remuneration (including CPF contributions and bonuses) paid to the top five key management personnel of the Group (who are not Directors or the Chief Executive Officer) for FY2020 amounted to approximately S\$1,631,000.

The Board is of the view that full disclosure of the specific remuneration of key management personnel (who are not Directors or the Group Chief Executive Officer) is not in the best interests of the Company, taking into account the sensitive nature of the subject, the competitive business environment the Group operates in and the potential negative impact such disclosure will have on the Group.

### *Provision 8.2 (Related employees)*

There was no employee in the Group who was a substantial shareholder of the Company or an immediate family member of a Director, the Chief Executive Officer or a substantial shareholder of the Company, and whose remuneration exceeded S\$100,000 during FY2020.

### *Provision 8.3 (Forms of remuneration)*

During FY2020, the Group paid basic salaries, allowances, CPF contributions and performance/variable bonuses to the Executive Chairman, Group Chief Executive Officer and key management personnel. The remuneration packages of the Executive Chairman, Group Chief Executive Officer and the Heads of Business Divisions included performance bonuses tied to the achievement of their respective key performance indicators and personal management objectives. The foregoing performance conditions were chosen having regard to the nature of the business, structure and requirements of the Group.

Notwithstanding Provision 8.3 of the Code, the Company does not currently have any employee share scheme as the existing compensation structure with variable components paid out in cash continues to be effective in incentivising performances of key executives. The Company is of the view that the existing compensation structure is consistent with the intent of Principle 8 of the Code which includes linking key management personnel's remuneration to corporate and individual performance.

# CORPORATE GOVERNANCE

## 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.

#### *Provision 9.1 (Risk Committee)*

The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Board has delegated such tasks to the AC.

The Board and the AC recognise that they have overall responsibility to ensure proper financial reporting for the Group and adequacy and effectiveness of the Group's system of internal controls, including financial, operational, compliance and information technology controls, and risk management policies and systems. The board of directors of Tien Wah Press Holdings Berhad ("TWPH"), the Company's listed subsidiary in Malaysia, is responsible for the oversight of TWPH group's internal controls and risk management systems and the Board relies on the Company's nominees to the board of directors of TWPH to provide oversight together with the other board members of TWPH on the adoption and implementation of appropriate corporate governance practices, internal controls and risk management systems.

In 2012, the Group developed the risk identification and management framework with the assistance of a reputable business advisory firm. From 2013, a Group Risk Committee ("GRC"), comprising key management personnel, reviews the consolidated risk registers quarterly. The GRC is responsible for directing and monitoring the development, implementation as well as the practice of Enterprise Risk Management across the Group. The GRC reports through the Group Chief Executive Officer and the Chief Financial Officer to the AC every half-yearly.

The internal controls structure of the Group has been designed and put in place to ensure the Group's business units provide reasonable assurance against material financial misstatements or losses and for the safeguarding of assets, the maintenance of proper accounting records, the provision of financial and other information with integrity, reliability and relevance, and the compliance with applicable laws and regulations. However, no internal controls system can provide absolute assurance in view of inherent limitations of any internal controls system against the occurrence of human and system errors, poor judgment in decision making, losses, fraud or other irregularities.

The internal and external auditors conduct audits that involve assessing the adequacy and effectiveness of the material internal controls system in the Group. Any material non-compliance or lapses in internal controls together with corrective measures recommended by the internal and external auditors are reported to the AC. The effectiveness of the measures taken by management in response to the recommendations made by the internal and external auditors is also reviewed by the AC.

Based on the work performed by the internal auditors during the financial year, as well as the statutory audit by the external auditors, and the written assurance from management, the Board, with the concurrence of the AC, is of the opinion that the internal controls (including financial, operational, compliance and information technology controls) and risk management systems which the Company considers relevant and material within the current scope of the Group's business operations were adequate and effective as at 31 December 2020.

The Board notes that no system of internal controls can provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, fraud or other irregularities. The Board will continue its risk assessment process, which is an on-going process, with a view to improving the Group's internal controls and risk management systems.

#### *Provision 9.2 (Assurance)*

The Board has received assurance from:

- (a) the Group Chief Executive Officer and the Chief Financial Officer 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) the Group Chief Executive Officer and other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

# CORPORATE GOVERNANCE

## Audit Committee

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

### *Provision 10.1 (Duties)*

The AC has specific terms of reference and its duties, roles and authority include:

- (a) reviewing the audit plans of the external auditors, their evaluation of the system of internal accounting controls and their audit report;
- (b) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance including the half-yearly and annual financial statements, before submission to the Board;
- (c) reviewing the assistance given by the Company's officers to the external auditors;
- (d) reviewing the scope and results of internal audit procedures and the effectiveness of the Company's internal audit function;
- (e) ensuring that a review of the effectiveness of the Company's internal controls is conducted annually by the internal and/or external auditors;
- (f) reviewing with the internal and external auditors their findings on their evaluation of the Company's system of internal controls;
- (g) reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls;
- (h) reviewing the effectiveness of the Group's risk management framework and systems including its overall risk strategy and risk identification, assessment and management processes;
- (i) reviewing and discussing with the external auditors any suspected fraud or irregularity, or suspected 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;
- (j) reviewing the cost effectiveness, independence and objectivity of the external auditors, taking into consideration any non-audit services provided to the Company;
- (k) nominating the appointment or re-appointment of the external auditors and approving the remuneration and terms of engagement of the external auditors;
- (l) reviewing interested person transactions falling within the scope of the SGX-ST Listing Manual; and
- (m) meeting with external auditors and internal auditors, in each case without the presence of management, at least annually.

The Company has put in place a whistle-blowing policy for employees to raise, in confidence, concerns about possible improprieties in financial reporting or other matters and for the independent investigation of such matters and appropriate follow-up actions. Details of the whistle blowing policies and arrangements have been made available to all employees. It has a well-defined process which ensures independent investigation of issues/concerns raised and appropriate follow-up actions, and provides assurance that employees will be protected from reprisal within the limits of the law. The procedures for raising such concerns include accepting anonymous disclosures. The contact details of the AC Chairman are made available to employees. The outcome of each investigation (with proposed follow-up actions) is reported to the AC.

In addition, the AC has authority to investigate any matter within its scope of duties and functions, full access to and co-operation by the management of the Company, full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its duties and functions properly.

# CORPORATE GOVERNANCE

The activities carried out by the AC during the financial year include reviewing quarterly and full year financial statements, reviewing interested and related party transactions, reviewing internal audit plan and reports, reviewing reports of the Group Risk Committee and reviewing the re-appointment of the external auditors and their fees. The AC also meets with the external and internal auditors without the presence of management on an annual basis.

During the financial year, the AC reviewed the financial statements of the Group before the announcement of the Group's half-year and full-year results. In the process, the AC reviewed the key areas of Management's estimates and judgement applied for key financial issues including revenue recognition, impairment testing, provisioning policies, critical accounting policies and any other significant matters that might affect the integrity of the financial statements. The AC also considered the report from the external auditors, including their findings on the significant risks and audit focus areas. Significant matters that were discussed with Management and the external auditors have been included as Key Audit Matters ("KAMs") in the audit report for the financial year ended 31 December 2020. Please refer to pages 38 to 39 of the Annual Report.

In assessing each of the KAMs, the AC took into consideration the approach and methodology applied in the valuation of assets, as well as the reasonableness of the estimates and key assumptions used. In addition to the views from the external auditors, subject matter experts, such as independent valuers, were consulted where necessary. The AC concluded that Management's accounting treatment and estimates in each of the KAMs were appropriate.

The AC keeps abreast of changes to accounting standards and issues which have a direct impact on financial statements by receiving updates from the external auditors and seeking advice and clarifications from them during quarterly meetings and when necessary.

The fees payable to the external auditors are set out on page 71 of this Annual Report. The AC has reviewed the nature and extent of non-audit services provided by external auditors to the Group during the financial year and is satisfied that the nature and extent of such services are not likely to prejudice the independence of the external auditors.

The Company has complied with Rules 712 and 715 of the SGX-ST Listing Manual in relation to its external auditors.

## *Provision 10.2 (Composition of the AC)*

The AC comprises Mr Wan Tai Foong, as Chairman, and Ms Victoria Tay Seok Kian, Tengku Tan Sri Dr Mahaleel bin Tengku Ariff and Mr Phua Tin How, as members, the majority of whom, including the Chairman of the AC, are independent. The members, including the Chairman of the AC, have recent and relevant accounting or related financial management expertise or experience.

## *Provision 10.3 (No interest in auditing firm)*

No former partner or director of the Company's existing auditing firm is or can be a member of the AC.

## *Provision 10.4 (Internal audit)*

The role of the internal audit is to assist the AC in ensuring that the controls are effective and functioning as intended, to undertake investigations as directed by the AC and to conduct regular in-depth audits of high-risk areas.

The internal audit function is outsourced to an external professional firm, Baker Tilly Consultancy (Singapore) Pte Ltd, who is a member of the Institute of Internal Auditors Singapore and staffed with persons with the relevant qualifications and experience, to perform the review and testing of controls of the Group's processes consistent with the International Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors. The AC approves the appointment, removal, evaluation and compensation of the internal auditors. The internal auditors have unfettered access to all the Group's documents, records, properties and personnel, including access to the AC. The internal audit function has appropriate standing within the Company.

# CORPORATE GOVERNANCE

The internal auditors report directly to the AC Chairman. The AC reviews and approves the annual internal audit plans, and reviews the scope and results of the internal audit performed by the internal auditors. The AC reviews the adequacy and effectiveness of the internal audit function annually. The AC is satisfied that the internal audit function is adequately resourced and that the internal auditors are independent and have the appropriate standing to perform their functions effectively. Based on its latest review, the AC is satisfied that the internal audit function then in place is adequate and effective bearing in mind that improvement to such function is an on-going process taking into account the prevailing scope of the Group's operations and business environment.

With regard to the Printed Cartons & Labels Business, the board of directors of TWPH (the Company's listed subsidiary in Malaysia) has established an internal audit function within the company, which is led by both the in-house internal audit department and a reputable business advisory firm (co-sourced internal audit), who report directly to the audit committee of TWPH.

## *Provision 10.5 (Meeting without presence of Management)*

On an annual basis, the AC meets with the external auditors and the internal auditors without the presence of Management.

## **SHAREHOLDER RIGHTS AND ENGAGEMENT**

### **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.

## *Provision 11.1 (Shareholder participation)*

Shareholders are informed of general meetings through notices published in the newspapers, through reports or circulars sent to all shareholders and via SGXNET.

The Company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

The Constitution of the Company allows shareholders to vote at general meetings in person or by proxy and equal effect is given to such votes. A shareholder may appoint up to two proxies to attend and vote at general meetings. A shareholder who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder.

The Company conducts electronic poll voting for all its resolutions. Through the service provider's poll voting system, the number of votes cast for and against each resolution and the respective percentages are tallied and displayed on the screen during the general meetings. An independent scrutineer firm would be present to validate the votes at the general meetings. The detailed results of the electronic poll voting on each resolution tabled at the general meetings, including the total number of votes cast for or against each resolution, would be announced after the general meetings via SGXNET.

## *Provision 11.2 (Separate resolutions)*

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

## *Provision 11.3 (Director attendance)*

All Directors attend general meetings of shareholders, and the external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. Directors' attendance at such meetings held during the financial year is disclosed on page 20 of this Annual Report.

# CORPORATE GOVERNANCE

## *Provision 11.4 (Absentia voting)*

The Company will propose amendment to its Constitution to provide for absentia voting at general meetings at the next round of amendment of its Constitution or when it is ready to implement such form of voting. Merely amending the Constitution to provide for absentia voting will not cause the Company to be ready to implement such form of voting. Prior to such implementation, the Company will need to address issues concerning authentication of shareholder identity and other related security as well as integrity of the information provided. The Company is of the view that such approach is consistent with the intent of Principle 11 of the Code which is to treat all shareholders fairly and equitably in order to enable them to inter alia exercise shareholders' rights.

## *Provision 11.5 (Minutes)*

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

## *Provision 11.6 (Dividend Policy)*

The Board has adopted a dividend policy that aims to provide shareholders with an aggregate annual dividend of up to 50% of the Group's net profit attributable to shareholders of the Company excluding non-controlling interests and non-recurring, one-off and exceptional items, with effect from the financial year ended 31 December 2019. In recommending any amount of dividends, the Board may take into account the Group's cash flow position and financial condition, current and projected financial performance, capital expenditure and other investment plans, business prospects, projected working capital requirements for business growth and other relevant factors as the Board may deem appropriate.

## **Engagement with Shareholders**

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.

## *Provision 12.1 (Communication)*

The Company provides avenues for communication between the Board and all shareholders. To solicit and understand the views of shareholders, the Company seeks to maintain regular dialogue with its shareholders by allowing them to share with Directors or senior management from time to time their views and concerns.

## *Provision 12.2 (Investor relations policy)*

The Company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

The Company strives for timeliness and consistency in its disclosures to shareholders. It is the Company's policy to keep all shareholders informed of developments or changes that are likely to have a material impact on the price or value of the Company's securities, through announcements via SGXNET. Such announcements are communicated on an immediate basis, or as soon as possible where immediate disclosure is not practicable.

## *Provision 12.3 (Mechanism)*

The Company's investor relations policy sets out the mechanism through which shareholders may contact the Company with questions and through which the Company may respond to such questions. As part of the policy, the Company regularly conveys pertinent information, gathers views or input, and addresses shareholders' concerns. In this regard, the Company provides timely information, including disclosure on corporate developments, to its shareholders via SGXNET announcements and its website and ensures that price-sensitive information is publicly released and is announced within the mandatory period. The Company does not practise selective disclosure. The views of shareholders are gathered at shareholder meetings where shareholders are permitted to ask questions and seek a better understanding of the Group.

# CORPORATE GOVERNANCE

## MANAGING STAKEHOLDERS RELATIONSHIPS

### Engagement with Stakeholders

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.

#### *Provision 13.1 (Engagement with stakeholders)*

The Company identifies its investors, customers, suppliers, employees and regulators as material stakeholders who may materially impact or be directly impacted by the Group's activities. Therefore, the Company has arrangements in place to engage with these material stakeholders and manage its relationships with them.

Stakeholder relations are managed by various departments at the corporate level. Engagement includes regular meetings with and feedback from customers and suppliers as well as regular management meetings and employee feedback.

#### *Provision 13.2 (Strategy and key areas of focus)*

The Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2020 were as follows:

- providing investors with relevant information about the Company and its activities and seeking their views on the Company's financial performance and activities;
- interacting with customers and suppliers regularly to better understand each other's concerns and needs and working with them to address these concerns and needs;
- communicating with the Group's employees in various ways to ensure that the Company knows their concerns and that they are aligned with the Company's strategies; and
- providing feedback to and complying with the regulations and policies of regulators.

#### *Provision 13.3 (Website)*

The Company currently maintains a corporate website at [www.newtoyo.com](http://www.newtoyo.com) to communicate and engage with stakeholders.

# DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of New Toyo International Holdings Ltd (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position of the Company for the financial year ended 31 December 2020.

## Opinion of the directors

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2020 and of the financial performance, changes in equity and cash flows of the Group for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## Directors

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

Yen Wen Hwa  
 Angela Heng Chor Kiang  
 Wan Tai Foong  
 Victoria Tay Seok Kian  
 Tengku Tan Sri Dr Mahaleel bin Tengku Ariff  
 Phua Tin How

(Appointed on 27 February 2020)

## Arrangements to enable directors to acquire shares and debentures

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

## Directors' interests in shares or debentures

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

Name of director	Direct interest		Deemed interest	
	At the beginning of financial year or date of appointment	At the end of financial year	At the beginning of financial year or date of appointment	At the end of financial year
<b>The Company</b>				
<b>Ordinary shares</b>				
Yen Wen Hwa	139,959,164	139,959,164	87,910,517	87,910,517
Angela Heng Chor Kiang	500,000	500,000	–	–
Victoria Tay Seok Kian	30,000	30,000	–	–

# DIRECTORS' STATEMENT

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

By virtue of Section 7 of the Act, Yen Wen Hwa is deemed to have an interest in shares of all the subsidiaries to the extent held by the Company.

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2021.

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

## Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

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

## Audit Committee ("AC")

The members of the AC at the date of this statement are as follows:

Wan Tai Foong (Chairman)  
Victoria Tay Seok Kian  
Tengku Tan Sri Dr Mahaleel bin Tengku Ariff  
Phua Tin How

Majority of the AC members are independent non-executive directors.

The AC carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act, (Chapter 50), the SGX listing manual and the Singapore Code of Corporate Governance 2018.

The AC held four (4) meetings during the financial year. In performing its functions, the AC had met with the Company's internal and external auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The AC also reviewed the following:

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

The AC 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 AC also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

Further details regarding the AC are disclosed in the Corporate Governance Report in the Company's Annual Report 2020.

# DIRECTORS' STATEMENT

## **Auditor**

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

On behalf of the board of directors:

Yen Wen Hwa  
Director

Angela Heng Chor Kiang  
Director

Singapore  
11 May 2021

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2020

## Report on the audit of the financial statements

### Opinion

We have audited the financial statements of New Toyo International Holdings Ltd (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2020, the consolidated income statement, the consolidated statement of comprehensive income, the 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 consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards (International) (SFRS(I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 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.

### 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 year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

### ***Impairment assessment of goodwill, intangible assets and property, plant and equipment***

As at 31 December 2020, the Group has net carrying value of goodwill, intangible assets and property, plant and equipment ("PPE") amounting to \$22.1 million, \$2.3 million and \$91.6 million respectively. The assets are allocated to the respective cash-generating unit ("CGU"). Goodwill is tested for impairment annually by estimating the recoverable amounts of the CGU using the value-in-use model. For intangible assets and PPE, management has assessed that there were indicators of impairment and similarly, management applied the value-in-use (discounted cash flow method) to determine the recoverable amounts of the respective CGUs. For PPE of two separate CGUs with indicator of impairment, management also engaged external valuers to perform valuations to determine the recoverable amounts for the CGUs to which the PPE were allocated to, in addition to the value-in-use model applied.

We considered the audit of management's impairment assessment to be a key audit matter because the assessment process involves management exercising significant judgement and making assumptions of future market and economic conditions.

We evaluated the appropriateness of CGU identified by management based on our knowledge of the business acquisition giving rise to the goodwill and our understanding of the current business of the Group.

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2020

## Key audit matters (cont'd)

### *Impairment assessment of goodwill, intangible assets and property, plant and equipment (cont'd)*

For impairment assessments using valuation performed by external valuers, we performed the following procedures:

- We considered the objectivity, independence and competency of the external valuers and the scope of their engagement;
- We assessed the appropriateness of methodology applied by the external valuers;
- We assessed the reasonableness of the key assumptions and information used in the valuation, such as discount rates, annual growth rates and terminal growth rates by comparing them to available external industry data, taking into consideration market conditions prevailing at the reporting date; and
- We have also obtained the value-in-use model and performed procedures detailed below to determine the recoverable amount, being the higher of its fair value less cost of disposal and its value in use.

For the impairment assessment using the value-in-use model, we performed the following procedures:

- We assessed management's process of setting budgets on which the cash flow forecasts are based;
- We assessed the reasonableness of key assumptions used in cash flow projections by comparing them against historical performance, future business plans and external market reports, considering the impact associated with COVID-19 pandemic;
- We independently derived applicable discount rates from comparable companies and compared these with those used by management; and
- We also performed sensitivity analysis, focusing on plausible changes in the key assumptions or discount rates, and analysed the impact to the carrying amount.

We involved our internal valuation specialists in performing some of these procedures. We also reviewed the adequacy of the disclosures made on the goodwill, intangible assets and PPE in Notes 11 and 12 to the financial statements.

## Other matter

The financial statements for the period ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those statements on 8 June 2020.

## Other Information

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

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

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

## Responsibilities of management and directors for the financial statements

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

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2020

## Responsibilities of management and directors for the financial statements (cont'd)

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.

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.

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2020

## **Auditor's responsibilities for the audit of the financial statements (cont'd)**

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

## **Report on other legal and regulatory requirements**

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

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

Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
11 May 2021

# CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2020

		Group	
	Note	2020 \$'000	2019 \$'000
Revenue	4	242,385	301,102
Cost of sales		(213,725)	(284,074)
<b>Gross profit</b>		28,660	17,028
Other income	5	7,420	8,038
Distribution expenses		(4,834)	(6,442)
Administrative expenses		(18,441)	(22,212)
Other operating expenses	6	(1,516)	(7,906)
<b>Results from operating activities</b>		11,289	(11,494)
Finance income	7	311	379
Finance costs	7	(3,101)	(4,297)
<b>Net finance costs</b>		(2,790)	(3,918)
Share of loss of equity-accounted investees (net of tax)		(368)	(411)
<b>Profit/(loss) before tax</b>	8	8,131	(15,823)
Income tax expense	9	(617)	(2,254)
<b>Profit/(loss) for the year</b>		7,514	(18,077)
<b>Profit/(loss) attributable to:</b>			
Owners of the Company		7,591	(15,231)
Non-controlling interest		(77)	(2,846)
<b>Profit/(loss) for the year</b>		7,514	(18,077)
<b>Earnings per share</b>			
Basic earnings per share (cents)	10	1.73	(3.47)
Diluted earnings per share (cents)	10	1.73	(3.47)

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

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2020

	Note	Group 2020 \$'000	2019 \$'000
<b>Profit/(loss) for the year</b>		7,514	(18,077)
<b>Other comprehensive income:</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation – foreign operations		(2,362)	(1,324)
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Actuarial gain on defined benefit plans		179	–
<b>Other comprehensive income for the year, net of tax</b>		(2,183)	(1,324)
<b>Total comprehensive income for the year</b>		5,331	(19,401)
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		5,833	(16,247)
Non-controlling interests		(502)	(3,154)
<b>Total comprehensive income for the year</b>		5,331	(19,401)

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

# STATEMENTS OF FINANCIAL POSITION

As at 31 December 2020

	Note	Group		Company	
		2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	11	91,567	106,615	262	530
Intangible assets and goodwill	12	24,370	23,867	–	–
Investment properties	13	5,377	5,629	–	–
Subsidiaries	14	–	–	142,635	132,443
Joint ventures	15	10,693	11,117	–	–
Investment securities	16	979	1,023	878	914
Other investments	16	1,314	1,305	693	693
Deferred tax assets	25	1,615	658	–	–
Trade and other receivables	18	647	1,386	452	–
		136,562	151,600	144,920	134,580
<b>Current assets</b>					
Inventories	17	35,847	48,238	–	–
Trade and other receivables	18	55,889	67,188	14,170	23,881
Cash and cash equivalents	19	33,958	34,688	7,961	8,765
Contract assets	4	2,710	2,952	–	–
		128,404	153,066	22,131	32,646
<b>Total assets</b>		264,966	304,666	167,051	167,226
<b>EQUITY AND LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	20	38,660	41,821	35,715	32,464
Loans and borrowings	24	21,802	42,262	6,010	13,454
Contract liabilities	4	66	743	–	–
Current tax liabilities		672	877	50	33
		61,200	85,703	41,775	45,951
<b>Non-current liabilities</b>					
Trade and other payables	20	908	791	–	–
Loans and borrowings	24	16,717	29,043	59	85
Contract liabilities	4	–	606	–	–
Deferred tax liabilities	25	1,344	1,251	11	11
		18,969	31,691	70	96
<b>Total liabilities</b>		80,169	117,394	41,845	46,047
<b>Net assets</b>		184,797	187,272	125,206	121,179
<b>Equity attributable to owners of the Company</b>					
Share capital	21	132,102	132,102	132,102	132,102
Reserves	21	(9,255)	(7,497)	77	77
Retained earnings		20,623	19,623	(6,973)	(11,000)
		143,470	144,228	125,206	121,179
Non-controlling interests	14	41,327	43,044	–	–
<b>Total equity</b>		184,797	187,272	125,206	121,179
<b>Total equity and liabilities</b>		264,966	304,666	167,051	167,226

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2020

	Note	Share capital \$'000	Capital reserve \$'000	Other reserve \$'000	Translation reserve \$'000	Retained earnings \$'000	Total attributable to owners of the Company \$'000	Non-controlling interests \$'000	Total equity \$'000
<b>Group 2020</b>									
Balance at 1 January 2020		132,102	822	77	(8,396)	19,623	144,228	43,044	187,272
Profit/(loss) for the year		-	-	-	-	7,591	7,591	(77)	7,514
Other comprehensive income									
Actuarial gain on defined benefit plans		-	-	138	-	-	138	41	179
Foreign currency translation differences		-	-	-	(1,896)	-	(1,896)	(466)	(2,362)
Other comprehensive income for the year, net of tax		-	-	138	(1,896)	-	(1,758)	(425)	(2,183)
Total comprehensive income for the year		-	-	138	(1,896)	7,591	5,833	(502)	5,331
Contributions by and distributions to owners									
Dividends	22	-	-	-	-	(6,591)	(6,591)	-	(6,591)
Dividends paid to non-controlling interests	22	-	-	-	-	-	-	(1,215)	(1,215)
Total contributions by and distributions to owners		-	-	-	-	(6,591)	(6,591)	(1,215)	(7,806)
<b>Balance at 31 December 2020</b>		<b>132,102</b>	<b>822</b>	<b>215</b>	<b>(10,292)</b>	<b>20,623</b>	<b>143,470</b>	<b>41,327</b>	<b>184,797</b>

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2020

	Note	Share capital \$'000	Capital reserve \$'000	Other reserve \$'000	Translation reserve \$'000	Retained earnings \$'000	Total attributable to owners of the Company \$'000	Non-controlling interests \$'000	Total equity \$'000
<b>Group 2019</b>									
Balance at 1 January 2019		132,102	822	77	(7,380)	38,809	164,430	47,918	212,348
Loss for the year		-	-	-	-	(15,231)	(15,231)	(2,846)	(18,077)
Other comprehensive income									
Foreign currency translation differences		-	-	-	(1,016)	-	(1,016)	(308)	(1,324)
Other comprehensive income for the year, net of tax		-	-	-	(1,016)	-	(1,016)	(308)	(1,324)
Total comprehensive income for the year		-	-	-	(1,016)	(15,231)	(16,247)	(3,154)	(19,401)
Contributions by and distributions to owners									
Dividends	22	-	-	-	-	(3,955)	(3,955)	-	(3,955)
Dividends paid to non-controlling interests	22	-	-	-	-	-	-	(1,720)	(1,720)
Total contributions by and distributions to owners		-	-	-	-	(3,955)	(3,955)	(1,720)	(5,675)
<b>Balance at 31 December 2019</b>		<b>132,102</b>	<b>822</b>	<b>77</b>	<b>(8,396)</b>	<b>19,623</b>	<b>144,228</b>	<b>43,044</b>	<b>187,272</b>

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2020

		Group	
	Note	2020 \$'000	2019 \$'000
<b>Cash flows from operating activities</b>			
Profit/(loss) before tax		8,131	(15,823)
Adjustments for:			
Amortisation of other investments	6	6	5
Depreciation and amortisation		18,643	21,371
Impairment loss on property, plant and equipment	11	351	5,728
Dividend income from quoted investments	5	(6)	(12)
Gain on disposal of other investments		(1)	-
Gain on disposals of property, plant and equipment	5	(8)	(23)
Net change in fair value of equity securities		42	195
Net finance costs	7	2,790	3,918
Property, plant and equipment written off		2	5
Provision for termination benefits	23(b)	99	408
Share of loss of equity-accounted investees (net of tax)		368	411
Unrealised foreign exchange loss		633	355
Total adjustments		22,919	32,361
<b>Operating cash inflows before changes in working capital</b>		31,050	16,538
Changes in working capital:			
- Inventories		12,296	21,592
- Contract assets		262	1,697
- Trade and other receivables		12,005	(2,677)
- Trade and other payables		(5,789)	(5,517)
- Employee benefits		159	(222)
Total changes in working capital		18,933	14,873
<b>Cash flows generated from operations</b>		49,983	31,411
Income tax paid		(1,911)	(1,726)
<b>Net cash flows generated from operating activities</b>		48,072	29,685
<b>Cash flows from investing activities</b>			
Acquisition of property, plant and equipment		(4,295)	(12,625)
Deposit paid for the acquisition of shares in a company		-	(2,692)
Dividends received from quoted investments	5	6	12
Capital contribution to an equity-accounted investee	15	-	(327)
Interest received	7	311	379
Proceeds from disposals of property, plant and equipment		16	113
Purchases of investment properties	13	-	(148)
<b>Net cash flows used in investing activities</b>		(3,962)	(15,288)

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2020

	Note	Group 2020 \$'000	2019 \$'000
<b>Cash flows from financing activities</b>			
Dividends paid to owners of the Company	22	(6,591)	(3,955)
Dividends paid to non-controlling interests	22	(1,215)	(1,720)
Interest paid	7	(3,101)	(4,297)
Payment of lease liabilities	26(d)	(2,034)	(1,810)
Proceeds from bank borrowings and trust receipts		8,674	22,378
Repayments of bank borrowings and trust receipts		(39,485)	(31,822)
<b>Net cash flows used in financing activities</b>		<b>(43,752)</b>	<b>(21,226)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>358</b>	<b>(6,829)</b>
<b>Cash and cash equivalents at 1 January</b>		<b>34,688</b>	<b>42,575</b>
Effects of currency translation on cash and cash equivalents		(1,088)	(1,058)
<b>Cash and cash equivalents at 31 December</b>	19	<b>33,958</b>	<b>34,688</b>

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 1. Corporate information

New Toyo International Holdings Ltd (the “Company”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The registered office of the Company is located at 80 Robinson Road, #02-00, Singapore 068898 and its principal place of business of the Company is at 16 Soon Lee Road, Singapore 628079.

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiaries and joint ventures are disclosed in Notes 14 and 15 respectively to the financial statements.

## 2. Summary of significant accounting policies

### 2.1 Basis of preparation

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

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

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

### 2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are relevant to the Group and are effective for annual financial periods beginning on or after 1 January 2020. Except for the adoption of amendment to SFRS(I) 16 *Leases: COVID-19-Related Rent Concessions* described below, the adoption of these standards did not have any material effect on the financial performance or position of the Group.

#### Amendment to SFRS(I) 16 Leases: COVID-19-Related Rent Concessions

The Group has early adopted the amendment to SFRS(I) 16 *Leases: COVID-19-Related Rent Concessions* and has applied the practical expedient applicable in this amendment that is effective for annual periods beginning on or after 1 June 2020.

The standard allows the lessee to account for any COVID-19 related rent concessions received as a variable lease payment with the effect of the rent concession recognised directly in the consolidated statement of comprehensive income, rather than a lease modification, which generally requires a lessee to remeasure the lease liability by discounting the revised lease payments using a new discount rate under SFRS(I) 16 *Leases*.

Accounting for any COVID-19 related rent concessions directly in the consolidated statement of comprehensive income is permissible provided the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- Any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- There is no substantive change to other terms and conditions of the lease.

The amount of COVID-19 related rent concessions recognised directly in the consolidated statement of comprehensive income is disclosed in Note 5.

The amendment is applicable for annual reporting periods beginning on or after 1 June 2020 and earlier application is permitted. The Group has early adopted this amendment for the year ended 31 December 2020 and has applied the practical expedient available in the standard.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.3 Standards issued but not yet effective

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

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
Amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7, SFRS(I) 4, SFRS(I) 16: Interest Rate Benchmark Reform – Phase 2	1 January 2021
Amendments to SFRS(I) 3: Reference to Conceptual Framework	1 January 2022
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
Annual Improvements to SFRS(I)s 2018-2020	1 January 2022
Amendments to SFRS(I) 1-1 Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to SFRS(I) 17 Insurance Contracts	1 January 2023
Amendments to SFRS(I) 10 and SFRS(I) 1-28: Sale of Contribution of Assets between and Investor and its Associate or Joint Venture	Date to be determined

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

### 2.4 Basis of consolidation and business combinations

#### (a) Basis of consolidation

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

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

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

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

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

- derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- derecognises the carrying amount of any non-controlling interest;
- derecognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

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

#### (a) *Basis of consolidation (cont'd)*

- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or revenue reserves, as appropriate.

#### (b) *Business combinations and goodwill*

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

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

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

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

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

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

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

### 2.5 *Transactions with non-controlling interests*

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.6 *Subsidiaries*

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

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less impairment losses.

### 2.7 *Joint ventures*

A joint venture is a contractual arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities relating to the arrangement.

The Group accounts for its investments in joint ventures using the equity method from the date on which it becomes a joint venture.

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

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

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.8 *Foreign currency*

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

#### (a) *Transactions and balances*

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

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

#### (b) *Consolidated financial statements*

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

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

### 2.9 *Property, plant and equipment*

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

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets include:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs.

Freehold land has an unlimited useful life and therefore is not depreciated. Work-in-progress is not depreciated until it is ready for its intended use.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.9 *Property, plant and equipment (cont'd)*

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

	<b>Years</b>
Leasehold properties	Over the remaining lease terms
Leasehold improvements	5 to 6 years
Plant and machinery	3 to 20 years
Furniture and fittings	3 to 10 years
Office equipment and computers	2 to 10 years
Motor vehicles	5 to 10 years

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

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

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

### 2.10 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

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

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

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

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

#### *Contract value*

Contract value is stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is charged to profit or loss so as to reduce the cost of contract value to zero on a systematic basis over the supply periods of six to eleven years from the date that the contract value is available for use.

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.11 *Club membership*

Club memberships was acquired separately and is amortised on a straight line basis over its finite useful life of 30 years.

### 2.12 *Investment properties*

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held either to earn rental income or for capital appreciation or for both, but not for use in the production or supply of goods or services or for administrative purposes or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of an investment property is met.

Investment properties are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Investment properties are de-recognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss in the year of retirement or disposal.

Depreciation on investment properties is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognised in profit or loss on a straight-line basis over their estimated useful lives (or lease terms, if shorter). The estimated useful lives of the investment properties at the reporting date range from 24 to 66 years.

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

Rental income from investment properties is accounted for in the manner described in Note 2.23.

### 2.13 *Impairment of non-financial assets*

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

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

Impairment losses are recognised in profit or loss.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.14 Financial instruments

#### (a) Financial assets

##### Initial recognition and measurement

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

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

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

##### Subsequent measurement

##### *Investments in debt instruments*

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

#### (i) Financial assets at amortised cost (debt instruments)

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

#### (ii) Financial assets designated at fair value through other comprehensive income (FVOCI)

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

#### (iii) Financial assets designated at FVTPL

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt instrument that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.14 *Financial instruments (cont'd)*

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

##### *Investments in equity instruments*

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

##### *Derecognition*

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

#### (b) *Financial liabilities*

##### *Initial recognition and measurement*

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

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

##### *Subsequent measurement*

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

##### *De-recognition*

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

### 2.15 *Impairment of financial assets*

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.15 *Impairment of financial assets (cont'd)*

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group 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. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### 2.16 *Cash and cash equivalents*

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

### 2.17 *Inventories*

Inventories are valued at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average cost principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs, and other cost incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

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

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

### 2.18 *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 economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

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

### 2.19 *Government grants*

Government grants are recognised when there is a reasonable assurance that the grant will be received and all attached conditions will be complied with. The grant is recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under heading such as "Other income". Alternatively, they are deducted in reporting the related expenses.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.20 *Borrowing costs*

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

### 2.21 *Employee benefits*

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

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

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset).

#### (b) *Defined benefit plans*

The discount rate is the yield at the reporting date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in the future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Group. An economic benefit is available to the Group if it is realisable during the life of the plan, or on settlement of the plan liabilities.

Remeasurements 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 employee benefits expense in profit or loss.

When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past services by employees, or the gain or loss on curtailment, is recognised immediately in profit or loss when the plan amendment or curtailment occurs.

The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The gain or loss on settlement is the difference between the present value of the defined benefit obligation being settled as determined on the date of settlement and the settlement price, including any plan assets transferred and any payments made directly by the Group in connection with the settlement.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.21 *Employee benefits (cont'd)*

#### (c) *Short-term employee benefits*

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

#### (d) *Long-service leave*

The liability of long-service leave is recognised in the non-current provision for employee benefits and is measured as the present value of the expected future payments to be made in respect of services provided by an employee up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

#### (e) *Termination benefits*

Termination benefits are recognised as an expense when the Group is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting date, then they are discounted to their present value.

### 2.22 *Leases*

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

#### *Group as a lessee*

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

#### (a) Right-of-use assets

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.22 Leases (cont'd)

#### *Group as a lessee (cont'd)*

##### (a) Right-of-use assets (cont'd)

Land and buildings	2 – 32 years
Plant and machinery	2 – 5 years
Office equipment and computers	2 – 5 years
Motor vehicles	2 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to section 2.13 *Impairment of non-financial assets*.

##### (b) Lease liabilities

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

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

##### (c) Short-term leases and leases of low-value assets

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

#### *Group as a lessor*

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

The Group recognises lease payments received from investment property under operating leases as income on a straight-line basis over the lease term as part of 'other income'. Rental income from sub-leased property is also recognised as 'other income'.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.23 Revenue

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

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

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

Revenue from sale of goods 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 amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

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. The individual standalone selling price of a good that has not previously been sold on a stand-alone basis, or has a highly variable selling price, is determined based on the residual portion of the transaction price after allocating the transaction price to goods and/or services with observable stand-alone selling prices. A discount or variable consideration is allocated to one or more, but not all, of the performance obligations if it relates specifically to those performance obligations.

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. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer. 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.

#### (b) *Rental income*

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

#### (c) *Dividend income*

Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is normally the ex-dividend date.

#### (d) *Interest income*

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.24 Taxes

#### (a) *Current income tax*

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

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

#### (b) *Deferred tax*

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

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

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

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

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.24 Taxes (cont'd)

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

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

#### (c) Sales tax

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

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

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

### 2.25 Share capital and share issuance expenses

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

### 2.26 Contingencies

A contingent liability is:

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### 2.27 Segment reporting

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 CEO (the chief operating decision maker) and senior management to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's CEO and senior management include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

## 3. Significant accounting estimates and judgements

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

### 3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management is of the opinion that there is no significant judgement made in applying accounting policies.

### 3.2 Key sources of estimation uncertainty

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

#### *Impairment of goodwill, intangible assets and property, plant and equipment*

The Group determines whether goodwill, intangible assets and property, plant and equipment are impaired on an annual basis. This requires an estimation of the value in use of the cash-generating unit (or group of cash-generating units) to which goodwill is allocated. Management has used the value-in-use method as well as engaged third party valuers to assess recoverable amounts of separate cash-generating units ("CGUs"). When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the respective CGUs, including estimating the revenue growth and using a suitable discount rate to calculate the present value of the cash flows. When external valuers are engaged, the recoverable amounts are determined based on a number of significant assumptions such as discount rates, annual growth rates and terminal growth rates.

The carrying amounts of the Group's goodwill, intangible assets and property, plant and equipment were approximately \$22,120,000, \$2,250,000 and \$91,567,000 respectively (2019: \$22,120,000, \$1,747,000 and \$106,615,000 respectively). Further details are disclosed in Note 11 and 12.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 4. Revenue

	Group	
	2020	2019
	\$'000	\$'000
Sale of manufactured packaging products	211,004	273,128
Trading of packaging products	31,381	27,974
	<u>242,385</u>	<u>301,102</u>

The following tables provides information about the nature and timing of the satisfaction of performance obligations ("PO") in contracts with customers, including significant payment terms, and the related revenue recognition policies:

### ***Sale of manufactured packaging products***

#### *Specialty paper segment*

Nature of goods sold	Manufacture and sale of laminated aluminium paper products and other packaging products
When revenue is recognised	Point of sale
Significant payment terms	Payment is due 30-60 days from invoice date
Obligations for returns and refunds, and warranties, if any	Certain customers are given "assurance-type" warranties which assure the customer that the product meets the agreed-upon specifications, and includes the right to return and replace defective products. This is not accounted for as a separate PO.

#### *Printed cartons and labels segment*

Nature of goods sold	Printing and sale of paper packaging materials
When revenue is recognised	Over time
Significant payment terms	Payment is due 30-60 days from invoice date
Obligations for returns and refunds, and warranties, if any	Certain customers are given "assurance-type" warranties which assure the customer that the product meets the agreed-upon specifications, and includes the right to return and replace defective products. This is not accounted for as a separate PO.

### ***Trading of packaged products***

#### *Trading segment*

Nature of goods sold	Sale of raw materials, paper products and equipment
When revenue is recognised	Point of sale
Significant payment terms	Payment is due 30-60 days from invoice date
Obligations for returns and refunds, and warranties, if any	Not applicable

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 4. Revenue (cont'd)

### Trading of packaged products (cont'd)

#### Tissue paper segment

Nature of goods sold	Sale of tissue paper products
When revenue is recognised	Point of sale
Significant payment terms	Payment is due 30-60 days from invoice date
Obligations for returns and refunds, and warranties, if any	Not applicable

### Capitalised contract costs

The Group capitalised contract costs in relation to the exclusive rights to supply British American Tobacco's printed carton requirements in several locations in the Asia Pacific region. Further details are disclosed in note 12.

### Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical location of business operations. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments (see Note 32).

	Specialty papers		Printed cartons and labels		Trading		Tissue paper		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<u>Primary geographical location of business operations</u>										
Hong Kong	-	-	39,446	54,647	29,331	25,674	-	-	68,777	80,321
Vietnam	36,382	42,842	17,373	19,023	-	-	-	-	53,755	61,865
Malaysia	33,090	39,130	-	-	-	-	-	-	33,090	39,130
Indonesia	-	-	27,525	34,385	-	-	-	-	27,525	34,385
Singapore	29,089	29,559	-	-	2,050	2,300	9,581	12,387	40,720	44,246
Dubai	5,126	4,056	6,158	4,936	-	-	-	-	11,284	8,992
China	-	-	-	-	-	-	-	23,870	-	23,870
External revenues	103,687	115,587	90,502	112,991	31,381	27,974	9,581	36,257	235,151	292,809
<u>Timing of revenue recognition</u>										
At a point in time	103,671	115,494	-	-	31,381	27,974	9,581	36,257	144,633	179,725
Overtime	16	93	90,502	112,991	-	-	-	-	90,518	113,084
External revenues	103,687	115,587	90,502	112,991	31,381	27,974	9,581	36,257	235,151	292,809

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 4. Revenue (cont'd)

### *Contract balances*

The following table provides information about trade receivables, contract assets and contract liabilities from contracts with customers.

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>
Trade receivables from contracts with customers	40,453	49,589
Contract assets	2,710	2,952
Contract liabilities	66	1,349

The Group has recognised impairment losses on receivables arising from contracts with customers amounting to \$2,430,000 (2019: \$2,486,000).

The contract assets primarily relate to the Group's rights to consideration for goods produced but not billed at the reporting date on manufacturing of printed packaging materials. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group invoices the customer.

The contract liabilities primarily relate to advance consideration received from customers for sale of tissue papers. The contract liabilities are recognised as revenue as the Group performs under the contract.

Significant changes in the contract assets and the contract liabilities balances during the period are as follows:

	<b>Contract assets</b>		<b>Contract liabilities</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<b>Group</b>				
Revenue recognised that was included in the contract liabilities at the beginning of the year	-	-	(1,349)	(300)
Increase due to cash received, excluding amounts recognised as revenue during the year	-	-	66	1,349
Contract assets reclassified to trade receivables	(2,914)	(4,726)	-	-
Changes in measurement of progress	2,672	3,012	-	-

The entity has elected to use an output method based on units-of-delivery/units-produced method to measure progress. The entity does not hold material levels of work-in-progress, because the manufacturing process is short and/or the cost of the work-in-progress is not material.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 4. Revenue (cont'd)

### *Operating and management rights agreement with a third party (the "Party")*

In 2019, two subsidiaries of the Group, New Toyo Aluminium Gulf Paper Packaging FZE ("NTG") and Alliance Print Technologies FZE ("APTF"), each entered into an Operating and Management Rights Agreement ("Agreement") with the Party for the Party to operate and manage the manufacturing of products for a period of one year commencing from 1 October 2019. The Party is a non-related party to the Group.

Responsibilities of the Party under the agreement included, amongst others, to administer and supervise all finances of the business, select and employ all necessary staff to service the business, supervise and control the purchase of all materials and supplies, and acquire, lease, dispose of and repair equipment and facilities to provide safe and adequate service to the business, manage all costs and all pricing and maintain the assets of the business in good order.

Under the Agreements, NTG and APTF are entitled to a fixed nominal margin from the sales to the customers and the Party took the remaining of the sales consideration. The Agreement set out the arrangement of having costs borne by the Party for the use of the resources supplied by the Group. Notwithstanding the above, the Group is responsible for the product quality and delivery to customers, bears the credit risk of the customers, collects receipts directly from customers and liaises with the customers on the product pricing. Accordingly, the Group is a principal in its arrangement with the end customers and sales to the customers are recognised on a gross basis.

As the Group is the employer to the staff and owner of the assets, the Group is also the principal in the manufacturing activities. The third party functioned as a manager in the manufacturing process. Accordingly, both the revenue and costs were recognised on a gross basis by the Group. The inventories produced by the Party belongs to the Group and were recognised by the Group at 31 December 2019. As at 31 December 2020, the net fees due from the Party under the Agreements amounted to \$652,000 (2019: net fees due to the Party under the Agreements amounted to \$14,000).

The Agreements were terminated with effect from 1 October 2020.

## 5. Other income

	Group	
	2020	2019
	\$'000	\$'000
Dividend income from quoted investments	6	12
Gain on disposal of property, plant and equipment	8	23
Insurance claim recovery	17	31
Jobs Support Scheme grant income	796	-
Rental income	1,913	1,945
Scrap sales	1,715	3,492
COVID-19 related rent concessions	113	-
Others	2,852	2,535
	<u>7,420</u>	<u>8,038</u>

Included in other income is a one-off sum received for the fulfilment of setting up a dedicated print capacity.

### *Jobs Support Scheme*

The Jobs Support Scheme ("JSS") was introduced in the Budget 2020 and enhanced subsequently in the four supplementary budgets to provide wage support to employers to help them retain their local employees during the period of economic uncertainty. Under the JSS, the Government co-funds the first \$4,600 of gross monthly wages paid to each local employee.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 6. Other operating expenses

	Note	Group 2020 \$'000	2019 \$'000
Amortisation of intangible assets	12	821	1,271
Amortisation of other investments	16	6	5
Termination benefits	23	99	546
Impairment on property, plant and equipment, net	11	351	5,728
Property, plant and equipment written off		2	5
Others		237	351
		<u>1,516</u>	<u>7,906</u>

## 7. Finance income and costs

	Group 2020 \$'000	2019 \$'000
<b>Finance income</b>		
Interest income from bank deposits	302	362
Interest income from a joint venture	9	17
	<u>311</u>	<u>379</u>
<b>Finance costs</b>		
Interest paid and payable to banks	(2,214)	(3,449)
Financial liabilities measured at amortised cost – interest expense	(887)	(848)
	<u>(3,101)</u>	<u>(4,297)</u>
Net finance costs recognised in profit or loss	<u>(2,790)</u>	<u>(3,918)</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 8. Profit/(loss) before tax

The following items have been included in arriving at profit/(loss) before tax:

	Note	Group 2020 \$'000	2019 \$'000
Audit fees paid to			
- auditors of the Company		282	404
- other auditors		237	225
Non-audit fees paid to other auditors		81	39
Allowance for inventory obsolescence	17	412	1,675
Depreciation of property, plant and equipment	11	17,384	19,648
Depreciation of investment properties	13	438	452
Directors' fees		400	359
Impairment of property, plant and equipment, net	11	351	5,728
Inventories written off		7	391
(Reversal of)/Impairment losses on trade receivables	18	(13)	329
Operating expenses arising from rental of investment properties		365	395
<b>Employee benefits expense</b>			
- salaries, bonuses and other costs		24,619	29,425
- contribution to defined contribution plans		1,502	1,681
- expenses related to defined benefit plan	23	314	279
- expenses related to termination benefits	23	99	546
<b>(Reversal of)/Impairment losses on trade receivables allocated by function are as follows:</b>			
- Distribution expenses		(13)	329

## 9. Income tax expense

### Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2020 and 2019 are:

	Group 2020 \$'000	2019 \$'000
<i>Statement of comprehensive income:</i>		
<u>Current income tax</u>		
- Current year	1,775	2,210
- (Over)/under provision in respect of previous years	(225)	300
	1,550	2,510
<u>Deferred tax</u>		
- Origination and reversal of temporary differences	(876)	(291)
- Recognition of tax effect of previously unrecognised tax losses	(57)	35
	(933)	(256)
Income tax expense recognised in statement of comprehensive income	617	2,254

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 9. Income tax expense (cont'd)

### *Relationship between tax expense and accounting profit/(loss)*

A reconciliation of the tax expense and the product of accounting profit/(loss) multiplied by the applicable tax rate are as follows:

	Group	
	2020 \$'000	2019 \$'000
Profit/(loss) before tax	8,131	(15,823)
Tax at the applicable tax rate of 17% (2019: 17%)	1,382	(2,690)
Effect of tax rates in foreign jurisdictions	1,371	931
Adjustments:		
- Non-deductible expenses	17	1,754
- Income not subject to taxation	(422)	(378)
- Reinvestment allowances and other tax incentives	(501)	(74)
- Current year losses for which no deferred tax asset was recognised	241	2,778
- Utilisation of previously unrecognised deferred tax assets	(1,246)	(367)
- (Over)/under provision in prior years	(225)	300
Income tax expense recognised in statement of comprehensive income	617	2,254

## 10. Earnings per share

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

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

The following tables reflect the profit/(loss) and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2020	2019
Profit/(loss) for the year attributable to owners of the Company used in the computation of basic and diluted earnings per share (\$'000)	7,591	(15,231)
Weighted average number of ordinary shares for basic and diluted earnings per share computation ('000)	439,425	439,425

There are no unexercised share options or warrants issued by the Company.

There were no instruments that would have an effect of diluting the earnings of the Group that existed during or as at the end of the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 11. Property, plant and equipment

	Leasehold properties \$'000	Leasehold improvements \$'000	Plant and machinery \$'000	Furniture and fittings \$'000	Office equipment and computers \$'000	Motor vehicles \$'000	Construction -in-progress \$'000	Total \$'000
<b>Group</b>								
<b>Cost</b>								
At 1 January 2019	36,784	5,842	174,553	3,880	5,118	2,528	6,096	234,801
Additions	1,447	422	9,563	44	415	264	2,184	14,339
Disposals/write-off	(204)	-	(2,819)	(1,163)	(1,250)	(143)	-	(5,579)
Effect of movements in exchange rates	(408)	39	(1,090)	(26)	(9)	(24)	(51)	(1,569)
Transfers/reclassifications	351	319	2,354	3	446	(62)	(3,411)	-
At 31 December 2019 and 1 January 2020	37,970	6,622	182,561	2,738	4,720	2,563	4,818	241,992
Additions	706	68	3,418	50	93	47	664	5,046
Disposals/write-off	(1,379)	-	(487)	(633)	(101)	(22)	-	(2,622)
Lease modification	(95)	-	-	-	-	-	-	(95)
Effect of movements in exchange rates	(566)	(128)	(2,939)	(36)	(75)	(11)	(104)	(3,859)
Transfers/reclassifications	97	79	(51)	(7)	29	(1)	(154)	(8)
At 31 December 2020	36,733	6,641	182,502	2,112	4,666	2,576	5,224	240,454
<b>Accumulated depreciation and impairment losses</b>								
At 1 January 2019	7,439	1,124	99,692	3,415	3,254	1,420	-	116,344
Depreciation	2,826	367	15,429	128	493	405	-	19,648
Impairment	4,209	-	1,032	-	-	-	487	5,728
Disposals/write-off	(15)	-	(2,729)	(1,162)	(1,243)	(143)	-	(5,292)
Effect of movements in exchange rates	(128)	(10)	(856)	(22)	(22)	(13)	-	(1,051)
Transfers/reclassifications	-	-	67	-	(2)	(65)	-	-
At 31 December 2019 and 1 January 2020	14,331	1,481	112,635	2,359	2,480	1,604	487	135,377
Depreciation	2,924	481	12,945	122	538	374	-	17,384
(Write-back)/impairment	(677)	685	(26)	-	-	-	369	351
Disposals/write-off	(728)	-	(435)	(633)	(99)	(22)	-	(1,917)
Effect of movements in exchange rates	(278)	(61)	(1,848)	(34)	(42)	(14)	(23)	(2,300)
Transfers/reclassifications	97	-	(105)	(7)	8	(1)	-	(8)
At 31 December 2020	15,669	2,586	123,166	1,807	2,885	1,941	833	148,887
<b>Net carrying amounts</b>								
At 31 December 2020	21,064	4,055	59,336	305	1,781	635	4,391	91,567
At 31 December 2019	23,639	5,141	69,926	379	2,240	959	4,331	106,615

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

Company	Land and buildings \$'000	Leasehold improvements \$'000	Furniture and fittings \$'000	Office equipment and computers \$'000	Motor vehicles \$'000	Construction-in-progress \$'000	Total \$'000
<b>Cost</b>							
At 1 January 2019	364	90	22	117	578	60	1,231
Additions	-	-	2	9	186	45	242
Disposal	-	-	-	-	(121)	-	(121)
At 31 December 2019 and 1 January 2020	364	90	24	126	643	105	1,352
Additions	-	-	-	8	-	-	8
Disposal	(364)	-	-	-	-	-	(364)
At 31 December 2020	-	90	24	134	643	105	996
<b>Accumulated depreciation:</b>							
At 1 January 2019	-	90	22	53	456	-	621
Depreciation	182	-	-	27	113	-	322
Disposal	-	-	-	-	(121)	-	(121)
At 31 December 2019 and 1 January 2020	182	90	22	80	448	-	822
Depreciation	182	-	-	26	68	-	276
Disposal	(364)	-	-	-	-	-	(364)
At 31 December 2020	-	90	22	106	516	-	734
<b>Carrying amounts</b>							
At 31 December 2020	-	-	2	28	127	105	262
At 31 December 2019	182	-	2	46	195	105	530

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 26.

### Impairment test

Management allocated the assets to the respective cash-generating unit ("CGU"). Impairment assessment of the property, plant and equipment, intangible assets and goodwill for the respective CGU is performed by comparing the carrying values with the recoverable amounts. For the printed cartons and labels ("PCL") CGU which includes Alliance Print Technologies Co., Ltd ("APT"), Max Ease International Limited ("MEIL") and PT Bintang Pesona Jagat ("BPJ"), where goodwill is allocated to, a summary of the key assumptions used in the discounted cash flow projections is detailed in Note 12.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### *Impairment test (cont'd)*

The Group's Dubai operations are assessed to be separate individual CGUs. For these CGUs, due to the existence of impairment indicators, management engaged independent valuers to perform valuation on the property, plant and equipment ("PPE"), in addition to the value-in-use model applied.

The fair values of properties in the Dubai CGUs were derived using income capitalisation approach and the fair values of plant and equipment were derived using market approach and replacement cost approach.

- The capitalisation approach capitalise the net rental income that reflects the present and potential income growth over the remaining lease term.
- Market approach considers the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.
- Replacement cost approach considers the estimated cost of acquiring a new or substitute asset having the same productive capacity as that existing, together with the associated expenses directly related to the installation of the asset.

The recoverable amount of one of the Dubai CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU.

Key assumptions used in the estimation of the recoverable amount of the Dubai CGU are as follows:

- Cash flow projections were over a period of 5 years, based on the 2021 financial budget approved by management.
- Anticipated revenue growth rates for the CGU of 104%, 43% and 2% for 2021, 2022 and 2023 to 2025 respectively.
- The pre-tax discount rate of 9.0% was applied in determining the recoverable amounts of the CGU. The discount rate was estimated based on the country's risk premium and an additional risk premium for cash flow projection risk.
- Terminal value with a growth rate of 2.0% based on the country's inflation rate.

Arising from the above exercises, there is a net write back of \$217,000 of impairment losses in the current year (2019: Impairment losses of \$5,728,000). Should the assumptions not be met, impairment loss may be required in the future.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 12. Intangible assets and goodwill

	Goodwill \$'000	Contract value \$'000	Total \$'000
<b>Group</b>			
<b>Cost:</b>			
At 1 January 2019	22,120	17,762	39,882
Effect of movements in exchange rates	–	(246)	(246)
At 31 December 2019	22,120	17,516	39,636
Additions	–	1,322	1,322
Effect of movements in exchange rates	–	(336)	(336)
At 31 December 2020	22,120	18,502	40,622
<b>Accumulated amortisation:</b>			
At 1 January 2019	–	14,721	14,721
Amortisation charge	–	1,271	1,271
Effect of movements in exchange rates	–	(223)	(223)
At 31 December 2019	–	15,769	15,769
Amortisation charge	–	821	821
Effect of movements in exchange rates	–	(338)	(338)
At 31 December 2020	–	16,252	16,252
<b>Net carrying amount:</b>			
At 31 December 2020	22,120	2,250	24,370
At 31 December 2019	22,120	1,747	23,867

### ***Impairment tests for cash-generating units containing property, plant and equipment, goodwill and contract value***

For the purpose of impairment testing, goodwill has been principally allocated to the following cash-generating units ("CGUs") as follows:

	Group	
	2020 \$'000	2019 \$'000
Specialty papers	22	22
Printed cartons and labels	22,098	22,098
	22,120	22,120

The goodwill on consolidation and contract value are allocated to the printed cartons and labels ("PCL") CGU, which includes APT, MEIL and BPJ.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 12. Intangible assets and goodwill (cont'd)

### ***Impairment tests for cash-generating units containing property, plant and equipment, goodwill and contract value (cont'd)***

Contract value is in relation to the exclusive rights to supply British American Tobacco's printed carton requirements in several locations in the Asia Pacific region, with the details set out as below:

- (i) On 3 November 2016, MEIL and Max View Holdings Limited ("MVHL") entered into a Conditional Sale and Purchase Agreement to acquire PT Bintang Pesona Jagat ("BPJ"). The proposed acquisition included a Manufacturing and Supply of Packaging Materials Agreement to supply printed carton requirements for British American Tobacco group of companies in Indonesia for a period of six years, commencing 1 January 2017 until 31 December 2022.
- (ii) On 28 October 2016, British American Tobacco (Singapore) Pte Ltd, a company incorporated in Singapore under the laws of Singapore and a subsidiary of British American Tobacco International (Holdings) B.V., had vide a letter agreed to extend its current Supply Agreement for printed carton requirements in Singapore and Vietnam for an additional three years from 1 November 2016 and expiring on 31 October 2019 for the domestic and/or export markets, based on mutually agreed commercial terms. The Supply Agreement with Tobacco Importers and Manufacturers Sdn Bhd for Malaysia was also extended for 1 year to 31 October 2020.
- (iii) On 10 June 2020, Max Ease International Ltd and British American Tobacco Group agreed to extend its current Supply Agreement for printed carton requirements in Malaysia, Singapore and Vietnam for additional five years from 1 January 2020 and expiring on 31 December 2024 for the domestic and/or export markets.

The amortisation of intangible assets was recognised in other operating expenses.

The recoverable amount of the PCL CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU.

Key assumptions used in the estimation of the recoverable amount of the PCL CGU

- Cash flow projections were over a period of 5 years (2019: 5 years), based on the 2021 financial budget approved by management.
- Management has considered and determined the factors applied in the financial budget. The budgeted gross margin is based on past experience. Anticipated revenue growth rates for the CGU of 5% in 2021, 22% in 2022 and thereafter growth based on inflation rate of 3% from 2023 to 2025 (2019: 18% for 2020 and 3% for each year from 2021 to 2023 and thereafter growth based on inflation rate ranged from 2% to 3%) were used in the cash flow projections.
- The pre-tax discount rates for the operating companies within CGU ranging from 9.5% to 17.5% (2019: 7.6% to 12.6%) were applied in determining the recoverable amounts of the CGU. The discount rates were estimated based on the respective country risks, and the weighted average cost of capital of comparable companies.
- Terminal value with a growth rate of 3% (2019: 2.1% to 3.3%) based on the respective country inflation rate.
- The Group is expected to successfully renew its rights to supply major customers' printed carton requirements upon expiry of the agreements and continue to supply over the projected period.

The values assigned to the key assumptions represent management's assessment of future trends of the industry in which the CGU operates, and are based on both external and internal sources (historical data). The computation of recoverable amount using discounted cash flow forecasts also requires management to make judgements over key inputs, for example, revenue growth, gross margins and discount rates as described above. In general, this assessment requires significant judgement, such that a change to key assumptions used could possibly lead to the recognition of impairment losses that would reduce the carrying amounts involved.

As the carrying amounts of the PCL CGU was determined to be lower than its recoverable amount, no impairment loss was recognised. Should the assumptions not be met, impairment loss may be required in the future.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 13. Investment properties

	Group	
	2020 \$'000	2019 \$'000
<b>Cost</b>		
At 1 January	18,011	18,188
Additions	–	148
Write-off	(6)	–
Effect of movements in exchange rates	623	(325)
At 31 December	18,628	18,011
<b>Accumulated depreciation and impairment losses</b>		
At 1 January	12,382	12,152
Depreciation	438	452
Write-off	(6)	–
Effect of movements in exchange rates	437	(222)
At 31 December	13,251	12,382
<b>Carrying amounts</b>	<b>5,377</b>	<b>5,629</b>

Investment properties comprise a number of commercial properties, residential apartments, factories, industrial and warehouse buildings that are mostly leased to third parties. Each of the leases contains an average non-cancellable period of 2 years. Subsequent renewals are negotiated with the lessee and on average, renewal periods are 2 years. No contingent rents are charged.

The investment properties have an estimated market value of \$32,584,000 at 31 December 2020 (2019: \$31,613,000) based on independent valuations obtained from 2020 to 2021 by property valuers on an open market value basis.

The valuations were performed by external, independent valuers who are certified real estate appraisers. The valuers used direct comparison and capitalisation methods. The market value has been categorised as a Level 3 valuation method:

- The direct comparison method involves the analysis of comparable sales of similar properties and adjusting the sale prices to that reflective of the investment properties.
- The capitalisation approach capitalises an income stream into a present value using revenue multipliers or single-year capitalisation rates.

Gross rental income of \$1,866,000 (2019: \$1,945,000) was derived from the investment properties during the year.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 14. Subsidiaries

	Company	
	2020	2019
	\$'000	\$'000
Shares, at cost	85,271	77,693
Impairment losses	(2,970)	(5,831)
	82,301	71,862
Discount implicit in interest-free loans to subsidiaries	1,041	1,041
	83,342	72,903
Loans to subsidiaries	65,368	65,615
Impairment losses	(6,075)	(6,075)
	59,293	59,540
	142,635	132,443

Included in the loans to subsidiaries is an amount of \$10,781,000 (2019: \$10,977,000) which is unsecured and bears fixed interest rate of 2.75% (2019: 2.75%) per annum. The remaining amounts of \$54,587,000 (2019: \$54,638,000) are unsecured and interest-free.

The settlement of these loans is neither planned nor likely to occur in the foreseeable future. These loans are, in substance, part of the Company's net investments in the subsidiaries.

### **Capital injection**

During the year, the Company has capitalised a total sum of \$7,578,000 owing by its subsidiary in exchange for 7,578,000 new ordinary shares of the subsidiary at no cash consideration.

Movements in allowance for impairment loss on cost of investment were as follows:

	Company	
	2020	2019
	\$'000	\$'000
Balance at beginning of financial year	5,831	5,831
Write-back	(2,861)	–
Balance at year end	2,970	5,831

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 14. Subsidiaries (cont'd)

The Company had the following subsidiaries as at 31 December:

Name of company	Principal place of business	Principal activities	Proportion (%) of ownership interest	
			2020 %	2019 %
<b><i>Held by the Company</i></b>				
New Toyo Aluminium Paper Product Co (Pte) Ltd <sup>(1)</sup>	Singapore	Manufacturing of specialty papers	100	100
New Toyo Corrugated Products Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	100	100
New Toyo International Co (Pte) Ltd <sup>(1)</sup>	Singapore	Trading of paper products, machinery, spares and equipment	100	100
New Toyo Ventures Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	100	100
Singapore Pacific Investments Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	100	100
New Toyo Lamination (M) Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	100	100
New Toyo Adelaide Pty Ltd <sup>(3)</sup>	Australia	Investment holding	100	100
Sealink International Limited <sup>(3)</sup>	Hong Kong	Inactive	100	100
Pacific Eagle Investment Limited <sup>(3)</sup>	Hong Kong	Investment holding	100	100
Toyoma Non-Carbon Paper Manufacturer Sdn Bhd <sup>(3)</sup>	Malaysia	Investment holding	100	100
New Toyo (Vietnam) Aluminium Paper Packaging Co., Ltd <sup>(2)</sup>	Vietnam	Manufacturing of specialty papers and paper core	100	100
Fast Win Enterprise Limited <sup>(3)</sup>	Hong Kong	Trading of raw materials and equipment	100	100
<b><i>Held by subsidiaries</i></b>				
New Toyo Investments Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	55	55
Tien Wah Holdings (1990) Sdn Bhd <sup>(3)</sup>	Malaysia	Investment holding	100	100
Tien Wah Press Holdings Berhad <sup>(2)</sup>	Malaysia	Investment holding	55	55
Tien Wah Press (Malaya) Sdn Bhd <sup>(2)</sup>	Malaysia	Manufacturing of printed cartons and labels	55	55
Tien Wah Properties Sdn Bhd <sup>(2)</sup>	Malaysia	Investment holding	55	55
Paper Base Converting Sdn Bhd <sup>(2)</sup>	Malaysia	Manufacturing of specialty papers	100	100

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 14. Subsidiaries (cont'd)

Name of company	Principal place of business	Principal activities	Proportion (%) of ownership interest	
			2020 %	2019 %
<b><i>Held by subsidiaries (cont'd)</i></b>				
New Toyo Aluminium Gulf Paper Packaging FZE <sup>(3)</sup>	Dubai	Manufacturing of specialty papers	100	100
New Toyo Paper Products (Shanghai) Co., Ltd <sup>(3)</sup>	People's Republic of China	Manufacturing of specialty papers	100	100
Wuhu New Asia Paper Products Co., Ltd <sup>(3)</sup>	People's Republic of China	Investment holding	100	100
New Toyo Food Packaging Company Limited <sup>(2)</sup>	Vietnam	Manufacturing and sales of paper products	100	100
Sen Yang Enterprise Co., Ltd <sup>(3)</sup>	People's Republic of China	Manufacturing and sales of paper products.	100	100
Vina Toyo Company Ltd <sup>(2)</sup>	Vietnam	Manufacturing of specialty papers and corrugated containers	50*	50*
Alliance Print Technologies Co., Ltd <sup>(2)</sup>	Vietnam	Manufacturing of printed cartons and labels	55	55
Alliance Print Technologies FZE <sup>(3)</sup>	Dubai	Manufacturing of printed cartons and labels	55	55
Max Ease International Limited <sup>(2)</sup>	Hong Kong	Trading of printed cartons and labels	77	77
Max View Holdings Limited <sup>(3)</sup>	Hong Kong	Investment holding	77	77
Anzpac Services (Australia) Pty Ltd <sup>(3)</sup>	Australia	Manufacturing of printed cartons and labels	77	77
PT Bintang Pesona Jagat <sup>(2)</sup>	Indonesia	Manufacturing of printed cartons and labels	77	77
E Moto Sdn Bhd <sup>(3)</sup>	Malaysia	Produce and sell electric motorcycles, electric scooters and electric bicycles	100	100

\* Deemed to be a subsidiary as the Company has the current ability to direct these entities' activities that most significantly affect their returns.

(1) Audited by Ernst & Young LLP, Singapore

(2) Audited by member firms of EY Global in Malaysia, Vietnam, Hong Kong and Indonesia

(3) Audited by other accounting firms

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 14. Subsidiaries (cont'd)

Ernst & Young LLP is the auditor of all significant Singapore-incorporated subsidiaries. Other member firms of Ernst & Young Global are auditors of significant foreign-incorporated subsidiaries. For this purpose, a subsidiary is considered significant as defined under the Singapore Exchange Limited Listing Manual if its net tangible assets represent 20% or more of the Group's consolidated net tangible assets, or if its pre-tax profits account for 20% or more of the Group's consolidated pre-tax profits.

### ***Incorporation of subsidiary – E Moto Sdn. Bhd.***

In 2019, New Toyo Lamination (M) Pte. Ltd., a wholly-owned subsidiary of the Group, had incorporated a wholly-owned subsidiary, E Moto Sdn. Bhd. ("E Moto"), in Malaysia, with a share capital of RM2.

The principal activity of the E Moto is to produce and sell electric motorcycles, electric scooters and electric bicycles.

### ***Impairment of investment in subsidiaries***

The Company recognises impairment losses at a level considered adequate to provide for the potential non-recoverability of investments in subsidiaries. The level of allowance is evaluated by the Company on the basis of factors that affect the recoverability of the investments. These factors include, but are not limited to, the activities and financial position of the entities and market factors. The Company reviews and identifies balances that are to be impaired on a continuous basis. The amount and timing of recorded expenses for any period would differ if the Company made different judgement or utilised different estimates, and an increase in impairment losses would decrease the carrying value of investments in subsidiaries.

When there are indicators of impairment, management carried out an impairment assessment on the recoverable amounts of the cost of investments. The recoverable amounts were based on the value-in-use or fair value less cost of disposal. The value-in-use is determined by discounting the future cash flows to be generated from the continuing operation of these entities and based on the financial budget approved by management.

Based on the assessment, there is a writeback of \$2,861,000 in the Company's profit or loss. The pre-tax discount rates, gross margin and terminal growth rates used in the value-in-use calculations are between 2.6% to 4.8%, 7% to 12% and 2.5% respectively.

Management estimates the discount rate using pre-tax rates that reflect current market assessment of the time value of money and risk specific to each subsidiary. The gross margin and terminal growth rates are based on planned strategies and cost initiatives as well as industry indices.

### ***Non-controlling interest ("NCI")***

	Group	
	2020 \$'000	2019 \$'000
Non-controlling interests	41,327	43,044

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 14. Subsidiaries (cont'd)

### Non-controlling interest ("NCI") (cont'd)

The following subsidiaries have non-controlling interests ("NCI") that are material to the Group.

Name of company	Principal place of business /Country of incorporation	Operating segment	Proportion (%) of ownership interest	
			2020 %	2019 %
Max Ease International Limited ("MEIL")	Hong Kong	Printed cartons and labels	23	23
Tien Wah Press Holdings Berhad ("TWPH")	Malaysia	Printed cartons and labels	45	45

The following summarised financial information for the above subsidiaries are prepared in accordance with SFRS(I), modified for fair value adjustments on acquisition and differences in the Group's accounting policies.

	MEIL \$'000	TWPH* \$'000	Other individually immaterial subsidiary \$'000	Intra-group elimination \$'000	Total \$'000
<b>31 December 2020</b>					
Revenue	68,061	58,067	8,687		
Profit/(loss)	2,548	(567)	304		
Other comprehensive loss	(344)	(692)	(63)		
Total comprehensive income/(loss)	2,204	(1,259)	241		
Attributable to NCI:					
- Profit/(loss)	589	(257)	152	(561)	(77)
- Other comprehensive loss	(79)	(314)	(32)	-	(425)
- Total comprehensive income/(loss)	510	(571)	120	(561)	(502)
Non-current assets	38,542	80,810	284		
Current assets	22,444	27,821	5,379		
Non-current liabilities	(6,804)	(5,270)	(29)		
Current liabilities	(23,208)	(16,736)	(1,709)		
Net assets	30,974	86,625	3,925		
Net assets attributable to NCI	7,164	39,293	1,962	(7,092)	41,327
Cash flows from operating activities	7,441	18,952	721		
Cash flows used in investing activities	(148)	(1,218)	(954)		
Cash flows (used in)/from financing activities	(11,769)	(17,049)	220		
Net (decrease)/increase in cash and cash equivalents	(4,476)	685	(13)		
Dividends paid to NCI	-	(1,169)	(46)		

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 14. Subsidiaries (cont'd)

### Non-controlling interests ("NCI") (cont'd)

	MEIL \$'000	TWPH* \$'000	Other individually immaterial subsidiaries \$'000	Intra-group elimination \$'000	Total \$'000
<b>31 December 2019</b>					
Revenue	89,032	73,717	10,075		
Profit/(loss)	2,615	(7,419)	379		
Other comprehensive loss	(66)	(595)	(45)		
Total comprehensive income/(loss)	2,549	(8,014)	334		
Attributable to NCI:					
- Profit/(Loss)	605	(3,365)	190	(276)	(2,846)
- Other comprehensive loss	(16)	(270)	(22)	-	(308)
- Total comprehensive income/(loss)	589	(3,635)	168	(276)	(3,154)
Non-current assets	43,287	88,735	543		
Current assets	30,751	40,751	4,509		
Non-current liabilities	(13,532)	(9,251)	(39)		
Current liabilities	(29,593)	(29,775)	(1,052)		
Net assets	30,913	90,460	3,961		
Net assets attributable to NCI	7,150	41,033	1,981	(7,120)	43,044
Cash flows from operating activities	14,769	9,970	831		
Cash flows used in investing activities	(1,013)	(8,638)	(560)		
Cash flows used in financing activities	(8,682)	(10,732)	(170)		
Net increase/(decrease) in cash and cash equivalents	5,074	(9,400)	101		
Dividends paid to NCI	-	(1,720)	-		

\* Excludes interest in MEIL

## 15. Joint ventures

	Group	
	2020 \$'000	2019 \$'000
Interests in joint ventures	10,693	11,117

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 15. Joint ventures (cont'd)

Details of the joint ventures are as follows:

Name of company	Principal place of business/ Country of incorporation	Principal activities	Proportion (%) of ownership interest	
			2020 %	2019 %
Lum Chang Tien Wah Property Sdn Bhd ("LCTW") <sup>(1)</sup>	Malaysia	Investment holding	27*	27*
Toyo (Viet)-Dofico Print Packaging Company Ltd ("TVDP") <sup>(2)</sup>	Vietnam	Manufacturing of printed cartons and labels	27*	27*

(1) Audited by member firm of EY Global, in Malaysia

(2) Audited by other accounting firm

\* The Group is considered to have joint control over the entities as it is able to exercise joint control over the financial and operating policies of the entities via shareholders' agreement.

### **Disposal of property and capital contribution to LCTW**

On 16 May 2016, Tien Wah Properties Sdn Bhd ("TWP"), a wholly-owned subsidiary of a 55% owned subsidiary of the Group, had entered into a Shareholders' Agreement with Kemensah Holdings Pte Ltd ("KHPL"), a wholly owned subsidiary of Lum Chang Holdings Limited, to form and operate a joint venture company known as LCTW, in Malaysia, with a total issued and paid-up share capital of \$3,346,000 (\$1,673,000 each held by TWP and KHPL in equal proportion).

In 2016, TWP sold its leasehold land with a carrying amount of \$6,708,000 to LCTW for a sale consideration of \$21,264,000. The unrealised profit recognised by the Group of \$7,278,000 was only eliminated up to the extent of the Group's cost of investment of \$1,673,000 in LCTW. At 31 December 2020, the uneliminated unrealised profits amounted to \$5,605,000 (31 December 2019: \$5,605,000).

In 2019, TWP and KHPL subscribed for additional ordinary shares for a total consideration of \$654,000 at \$327,000 each, held by TWP and KHPL in equal proportion.

### **On-going termination of Joint Venture Agreement ("JVA") in relation to TVDP**

On 24 May 2015, TWPH entered into a strategic Joint Venture Agreement ("JVA") with Toyo (Viet) Paper Product Co., Ltd ("TVP") and Dong Nai Food Industrial Corporation Vietnam ("DOFICO") for sale of 50% of TVP to DOFICO. TVP was reclassified from a subsidiary to a joint venture as at 31 December 2015. TVP also changed its name to "Toyo (Viet)-Dofico Print Packaging Company Ltd" ("TVDP").

On 21 March 2018, the Company announced that the Parties (TWPH, DOFICO and TVDP) are collectively referred to as "the Parties" entered into a termination agreement ("Termination Agreement") to mutually agree to terminate the JVA dated 24 May 2015 with effect from the date of the execution of the Termination Agreement and Transfer Contract. As part of the Termination Agreement, DOFICO shall transfer its 50% of the total charter capital of TVDP ("Capital Contribution") and all rights and interests thereof to TWPH; TWPH also agreed to acquire the 50% of the total charter capital of TVDP from DOFICO at a cash consideration of \$2,179,000 (equivalent to MYR6,372,000) ("Termination and Acquisition of Capital Contribution").

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 15. Joint ventures (cont'd)

### *On-going termination of Joint Venture Agreement ("JVA") in relation to TVDP (cont'd)*

As at 31 December 2020, the completion of the termination of JVA with DOFICO and acquisition of the remaining 50% shares held by DOFICO in TVDP is pending the issuance of an investment certificate by the State Authority of Vietnam.

The following summarises the financial information of TVDP and LCTW, based on their financial statements prepared in accordance with SFRS(I).

	TVDP \$'000	LCTW \$'000	Intra-group elimination \$'000	Total \$'000
<b>31 December 2020</b>				
Revenue	2,955	371		
Operating expenses	(2,790)	(133)		
Depreciation and amortisation	(665)	(454)		
Interest income	-	1		
Interest expense	(11)	(2)		
Loss before tax	(511)	(217)		
Income tax expense	-	(5)		
Loss after tax	(511)	(222)		
Other comprehensive income	(38)	(75)		
<b>Total comprehensive income</b>	<b>(549)</b>	<b>(297)</b>		
Non-current assets	5,278	22,184		
Current assets	1,206	334		
Non-current liabilities	-	(6)		
Current liabilities	(4,023)	(218)		
Cash and cash equivalents	237	6		
<b>Net assets</b>	<b>2,698</b>	<b>22,300</b>		
<b>Carrying amount of interest in investee at beginning of the year</b>	<b>1,635</b>	<b>9,658</b>	<b>(176)</b>	<b>11,117</b>
Group's share of:				
- Loss	(140)	(61)		
- Other comprehensive income	(10)	(20)		
NCI's share of:				
- Loss	(116)	(50)		
- Other comprehensive income	(9)	(17)		
- Total comprehensive income	(275)	(148)	(1)	(424)
<b>Carrying amount of interest in investee at end of the year</b>	<b>1,360</b>	<b>9,510</b>	<b>(177)</b>	<b>10,693</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 15. Joint ventures (cont'd)

	TVDP \$'000	LCTW \$'000	Intra-group elimination \$'000	Total \$'000
<b>31 December 2019</b>				
Revenue	4,023	(59)		
Operating expenses	(3,833)	(29)		
Depreciation and amortisation	(456)	(456)		
Interest income	-	17		
Interest expense	(30)	-		
Loss before tax	(296)	(527)		
Income tax expense	-	(4)		
Loss after tax	(296)	(531)		
Other comprehensive income	(4)	(14)		
<b>Total comprehensive income</b>	<b>(300)</b>	<b>(545)</b>		
Non-current assets	6,068	20,242		
Current assets	1,781	2,485		
Non-current liabilities	-	(20)		
Current liabilities	(4,711)	(179)		
Cash and cash equivalents	109	82		
<b>Net assets</b>	<b>3,247</b>	<b>22,610</b>		
<b>Carrying amount of interest in investee at beginning of the year</b>	<b>1,804</b>	<b>9,604</b>	<b>(183)</b>	<b>11,225</b>
Group's share of:				
- Loss	(81)	(145)		
- Other comprehensive income	(11)	(4)		
NCI's share of:				
- Loss	(67)	(121)		
- Other comprehensive income	(10)	(3)		
- Total comprehensive income	(169)	(273)	7	(435)
Cost of investment	-	327	-	327
<b>Carrying amount of interest in investee at end of the year</b>	<b>1,635</b>	<b>9,658</b>	<b>(176)</b>	<b>11,117</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 16. Investment securities/other investments

The Group classifies the investments shown below as equity investments as at FVTPL because these equity investments represent investments that the Group intends to hold for the long-term for strategic purposes.

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
<b><i>Investment securities</i></b>				
Quoted equity securities, at fair value	101	109	–	–
Unquoted equity securities, at fair value	878	914	878	914
Financial assets carried at fair value	979	1,023	878	914
<b><i>Other investments</i></b>				
Club memberships, at cost	1,386	1,369	693	693
<b><i>Accumulated amortisation</i></b>				
At 1 January	64	61	–	–
Amortisation	6	5	–	–
Effect of movements in exchange rates	2	(2)	–	–
At 31 December	72	64	–	–
<b>Total other investments, at carrying amount</b>	<b>1,314</b>	<b>1,305</b>	<b>693</b>	<b>693</b>

The fair value information related to FVTPL – equity instrument is disclosed in Note 31.

## 17. Inventories

	Group	
	2020	2019
	\$'000	\$'000
Raw materials	27,513	38,419
Consumables	1,968	1,977
Work-in-progress	2,230	3,230
Finished goods	6,903	7,260
	38,614	50,886
Less:		
Allowance for inventory obsolescence:		
At 1 January	2,648	2,098
Allowance made during the year	412	1,675
Utilisation of allowance	(281)	(1,101)
Effect of movements in exchange rates	(12)	(24)
At 31 December	2,767	2,648
Carrying amount of inventories	35,847	48,238

During the year, raw materials, consumables and changes in finished goods and work-in-progress recognised as cost of sales amounted to \$169,436,000 (2019: \$200,124,000).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 18. Trade and other receivables

		Group		Company	
		2020	2019	2020	2019
		\$'000	\$'000	\$'000	\$'000
<b>Non-current</b>					
Amount due from subsidiary					
- trade	(a)	-	-	452	-
Trade receivables		323	-	-	-
Tax recoverable	(b)	324	1,386	-	-
		647	1,386	452	-
<b>Current</b>					
Trade receivables		42,560	52,075	-	-
Impairment losses		(2,430)	(2,486)	-	-
		40,130	49,589	-	-
Deposits	(c)	3,416	3,397	2,646	2,692
Tax recoverable		724	563	-	-
Consideration receivables	(d)	2,114	2,152	-	-
GST/VAT input tax		878	2,084	-	-
Other receivables	(e)	1,513	1,611	46	1
Amounts due from subsidiaries, net					
- trade		-	-	331	2,231
- non-trade	(f)	-	-	201	781
Amounts due from joint ventures					
- trade		216	101	44	45
- non-trade	(f)	3,520	3,707	119	121
Amounts due from other related corporations*					
- trade		1,775	1,877	-	-
- non-trade	(f)	346	352	-	-
Loans to subsidiaries	(g)	-	-	10,759	17,965
		54,632	65,433	14,146	23,836
Prepayments		1,257	1,755	24	45
		55,889	67,188	14,170	23,881
		56,536	68,574	14,622	23,881

\* The amounts due from other related corporations also include amounts receivable from entities which are partially-owned by a substantial shareholder.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 18. Trade and other receivables (cont'd)

- (a) The amount due from subsidiary is trade in nature, unsecured and bears fixed interest rate of 2.40% per annum.
- (b) This amount relates to a tax recoverable amount pertaining to a subsidiary in Indonesia and will be recovered after 12 months from the reporting date.
- (c) These amounts include a deposit of \$2,644,000 paid to Asia Regal Enterprises Limited ("the Seller") for the purchase of all the shares in Benline Investment Holdings Pte. Ltd ("Benline") for an aggregate consideration of US\$5,000,000 in accordance with a share purchase agreement entered on 2 October 2019.

In light of the ongoing Covid-19 pandemic, the Company has reconsidered the proposed acquisition and has mutually agreed with the Seller to terminate the proposed acquisition (the "Termination") as announced on 19 March 2021.

Under the termination agreement entered into by the Company and the Seller in respect of the Termination, the Seller shall return to the Company the deposit of US\$2,000,000 in three instalments plus a late charge on each instalment amount at the rate of 1.90% per annum commencing from 1 January 2021. As at the date of this report, the Group has received a total of US\$1,307,442.

- (d) Current consideration receivables is deferred payment of \$2,114,000 (2019: \$2,152,000) due from the Group's joint venture partner, DOFICO. This is as a result of the disposal of 50% of TVDP to DOFICO by TWPH in 2015, which is payable within the next 12 months.
- (e) Other receivables comprise import duty, and sundry receivables.
- (f) The non-trade amounts due from subsidiaries, joint ventures and other related corporations are unsecured, interest-free and repayable on demand.
- (g) Loans to subsidiaries are unsecured, repayable on demand, and bear fixed interest rates ranging from 1.72% to 4.18% (2019: 3.44% to 4.65%) per annum. The remaining amount of \$2,691,000 (2019: \$1,407,000) is unsecured, interest-free and repayable on demand.

During the year, the Company has capitalised a loan to a subsidiary of \$7,578,000 to fund the expansion of businesses and trades of the subsidiary.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 18. Trade and other receivables (cont'd)

The Group's customers are internationally dispersed and mainly engage in similar manufacturing and distribution activities. The maximum exposure to credit risk for trade and other receivables and contract assets (excluding prepayments) at the reporting date by geographical region was as follows:

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
<b>Trade and other receivables:</b>				
Vietnam	11,884	17,805	2,106	1,112
Singapore	13,700	15,353	10,780	21,440
Indonesia	7,097	11,527	452	443
United Arab Emirates	5,293	4,516	3	15
Malaysia	4,644	6,504	1,177	476
Korea	3,101	3,671	-	-
Latin America	3,233	2,209	-	-
Philippines	422	1,821	-	-
Papua New Guinea	244	489	-	-
India	70	360	-	-
China	12	278	3	14
Hong Kong	43	41	77	309
Australia	2,717	4	-	27
Others	2,819	2,241	-	-
	55,279	66,819	14,598	23,836
<b>Contract assets:</b>				
Singapore	1,127	1,188	-	-
Indonesia	1,259	1,395	-	-
Malaysia	12	93	-	-
United Arab Emirates	193	-	-	-
Korea	119	276	-	-
	2,710	2,952	-	-
	57,989	69,771	14,598	23,836

The top five customers of the Group account for 52% (2019: 59%) of the trade and other receivables (excluding prepayments) carrying amount at 31 December 2020.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 18. Trade and other receivables (cont'd)

The movement in the allowance for impairment loss for trade and other receivables and contract assets is as follows:

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
At 1 January	2,486	2,201	620	-
Impairment losses recognised	-	329	-	620
Reversal of impairment losses	(13)	-	(32)	-
Effect of movements in exchange rates	(43)	(44)	-	-
At 31 December	2,430	2,486	588	620

Impairment losses recognised at Company level pertains to impairment loss from amount due from subsidiaries, trade.

A summary of the Group's exposures to credit risk for trade and other receivables and contract assets (excluding prepayments) is as follows:

	Group			
	2020		2019	
	Not credit impaired	Credit impaired	Not credit impaired	Credit impaired
	\$'000	\$'000	\$'000	\$'000
<b>Group</b>				
External credit ratings at least Baa3 from Moody's or BBB from Standard & Poor's	21,189	-	29,974	-
<b>Other customers:</b>				
- Four or more years' trading history with the Group*	12,897	-	11,363	-
- Less than four years' trading history with the Group*	8,703	-	10,694	-
- Higher risk	-	94	-	43
<b>Other receivables - Low risk</b>	14,825	-	17,231	-
<b>Contract assets:</b>				
- External credit ratings at least Baa3 from Moody's or BBB from Standard & Poor's	1,379	-	2,859	-
- Four or more years' trading history with the Group*	1,329	-	93	-
- Less than four years' trading history with the Group*	3	-	-	-
<b>Total gross carrying amount</b>	60,325	94	72,214	43
Less: loss allowance	(2,336)	(94)	(2,443)	(43)
	57,989	-	69,771	-

\* Exclude higher risk

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 18. Trade and other receivables (cont'd)

	Company		Company	
	2020	2020	2019	2019
	\$'000	\$'000	\$'000	\$'000
	Not credit	Credit	Not credit	Credit
	impaired	impaired	impaired	impaired
<b>Company</b>				
Trade and other receivables	14,598	588	23,836	620
<b>Total gross carrying amount</b>	14,598	588	23,836	620
Less: loss allowance	-	(588)	-	(620)
	14,598	-	23,836	-

### *Expected credit loss assessment for corporate customers*

The Group uses an allowance matrix to measure the ECLs of trade receivables and contract assets from corporate customers. The allowance matrix is based on actual credit loss experience over the past three years. The ECL computed is derived from historical data which management is of the view that the historical conditions are representative of the conditions prevailing at the reporting date as well as consideration of forward looking factors.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets:

	Weighted average loss rate %	Gross carrying amount \$'000	Impairment loss allowance \$'000	Credit impaired
<b>Group</b>				
<b>2020</b>				
Current (not past due)	<1	32,803	-	No
Past due 0 – 30 days	<1	4,147	-	No
Past due 31 – 180 days	<1	5,758	-	No
More than 180 days	84	2,885	(2,430)	Yes
		45,593	(2,430)	
<b>2019</b>				
Current (not past due)	<1	41,648	-	No
Past due 0 – 30 days	<1	7,805	-	No
Past due 31 – 180 days	<1	2,534	-	No
More than 180 days	82	3,040	(2,486)	Yes
		55,027	(2,486)	

The Company does not have any trade receivables and contract assets as at 31 December 2020 and 31 December 2019.

### Other receivables (excluding prepayments)

The Group's other receivables (excluding prepayments) as at 31 December 2020 includes amounts due from related parties, consideration receivables from related parties, tax recoverable and deposits. The Group uses general approach for assessment of ECLs for other receivables. Impairment on these balances has been measured on the 12-month expected loss basis which reflects the low credit risk of the exposures. The amount of the allowance on these balances is insignificant to the Group and Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 19. Cash and bank balances

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Cash and bank balances	24,761	26,908	7,961	8,765
Short-term deposits	9,197	7,780	–	–
Cash and cash equivalents in the statement of cash flows	33,958	34,688	7,961	8,765

The cash and bank balances includes short term investments of \$1,275,000 (2019: \$953,000) held with Unit Trust Funds.

Repricing of interest rates with the financial institutions is disclosed in Note 30.

## 20. Trade and other payables

	Note	Group		Company	
		2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<b>Non-current</b>					
Employee benefits	23	709	654	–	–
Other payables		199	137	–	–
		908	791	–	–
<b>Current</b>					
Trade payables	(a)	29,052	32,236	–	–
Loans from subsidiaries	(b)	–	–	28,631	27,459
Amounts due to subsidiaries					
- trade		–	–	13	16
- non-trade	(b)	–	–	6,397	4,139
Amounts due to joint venture					
- non-trade	(b)	5	136	–	–
Amounts due to other related corporations					
- trade		13	6	–	–
- non-trade	(b)	2	1	–	1
Accrued operating expenses		6,024	6,435	537	796
Deferred income		160	–	53	–
Employee benefits	23	125	286	73	29
GST/VAT output tax		183	207	2	3
Other payables		3,096	2,514	9	21
		38,660	41,821	35,715	32,464
		39,567	42,612	35,715	32,464

(a) Trade payables are unsecured, non-interest bearing and normally settled between 30 to 60 days' (2019: 30 to 60 days) terms.

(b) The loans from subsidiaries and non-trade amounts due to subsidiaries, joint venture and other related corporations are unsecured, interest-free and repayable on demand.

The Group and the Company's exposures to liquidity and currency risk related to trade and other payables are disclosed in Note 30.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 21. Share capital and reserves

### Share capital

	<b>Group and Company</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>
<b><i>Issued and fully paid ordinary shares</i></b>		
At 1 January and 31 December		
439,425,000 shares	132,102	132,102

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

### Reserves

The reserves of the Group and the Company comprise the following balances:

	<b>Group</b>		<b>Company</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Capital reserve	822	822	–	–
Translation reserve	(10,292)	(8,396)	–	–
Other reserve	215	77	77	77
	(9,255)	(7,497)	77	77

### ***Capital reserve***

The capital reserve of the Group comprises statutory reserves transferred from retained earnings by certain foreign subsidiaries as required by statutory legislations in their countries of incorporation. The percentage of transfer of retained earnings is determined by the Board of Directors of these foreign subsidiaries based on the statutory requirements and these reserves can only be distributed upon approval by the relevant authorities.

### ***Translation reserve***

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations and from the translation of financial liability designated as a hedge of net investment in the foreign operations, as well as foreign exchange differences on monetary items which form part of the Group's net investments in the foreign operations.

### ***Other reserve***

Other reserve comprises the value of unexercised warrants of the Company which has been transferred from capital reserve to other reserve and the gain or loss on remeasurement of defined benefits plans of its subsidiaries. Remeasurements comprising actuarial gains or losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liabilities) are recognised immediately in other comprehensive income in the period in which they arise. Remeasurements are recognised in retained earnings and are not reclassified to profit or loss in subsequent periods.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 22. Dividends

The following tax-exempt (one-tier) dividends were declared and paid by the Group and Company:

	<b>Group and Company</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Declared and paid during the year:</b>		
<i>Dividends paid on ordinary shares</i>		
Tax-exempt (one-tier) final dividend of 0.90 cents per ordinary share for the year 2019 (2018: 0.90 cents)	3,955	3,955
Tax-exempt (one-tier) interim dividend of 0.60 cents per ordinary share for the year 2020 (2019: Nil)	2,636	–
	<u>6,591</u>	<u>3,955</u>
Paid by a subsidiary to NCI	<u>1,215</u>	<u>1,720</u>
<b>Proposed but not recognised as a liability as at 31 December:</b>		
Tax-exempt (one-tier) final dividend of 0.90 cents (2019: 0.90 cents) per ordinary share in respect of the year	<u>3,955</u>	<u>3,955</u>

## 23. Employee benefits

		<b>Group</b>		<b>Company</b>	
	<b>Note</b>	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
		<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Defined benefit obligations	(a)	709	810	–	–
Provision for termination benefits	(b)	105	46	–	–
Accrual for annual leave		20	84	73	29
		<u>834</u>	<u>940</u>	<u>73</u>	<u>29</u>
Analysed as:					
- Non-current		709	654	–	–
- Current		125	286	73	29
		<u>834</u>	<u>940</u>	<u>73</u>	<u>29</u>

One of the Group's subsidiaries, BPJ makes contributions to non-contributory defined benefit plans that provides pension for eligible employees upon retirement. The plans entitle employees to receive payment for their years of services the employee provided up to the date of their retirement.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 23. Employee benefits (cont'd)

The estimated liabilities for defined benefit obligations have been determined using the following assumptions:

	Group	
	2020	2019
	\$'000	\$'000
Discount rate	7.5%	8.0%
Salary increase rate	8.0%	8.0%
Mortality table	TMI4	TMI3
Retirement age	57 years old	57 years old

In addition, in accordance with the United Arab Emirates Labour Law, two of the Group's subsidiaries, APTF and NTG, make contribution to defined benefit plans for employees who complete one or more year of continuous services.

### (a) *Movement in the present value of the defined benefit obligations*

	Group	
Note	2020	2019
	\$'000	\$'000
At 1 January	810	577
Benefits paid	(222)	(57)
Expense recognised in profit or loss	314	279
Actuarial gain on defined benefit plans	(179)	-
Effect of movements in exchange rates	(14)	11
At 31 December	709	810

### (b) *Movement in provision for termination benefits*

In the prior year, a subsidiary incurred an additional \$164,000 for termination benefits following the Group's decision for business restructuring, and this amount was directly recognised in profit or loss (Note 23(c)).

	Group	
	2020	2019
	\$'000	\$'000
At 1 January	46	-
Provision	99	408
Utilisation of provision	(37)	(334)
Reversal	-	(26)
Effect of movements in exchange rates	(3)	(2)
At 31 December	105	46

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 23. Employee benefits (cont'd)

### (c) *Employee benefits expenses recognised in profit or loss*

	Group	
	2020	2019
	\$'000	\$'000
Defined benefit obligations	314	279
Net provision for termination benefits	99	382
Reversal of accrual for annual leave	(64)	(93)
Termination benefits directly recognised in profit or loss	-	164
	349	732

### (d) *Employee benefits expenses recognised in the following line items in profit or loss*

	Group	
	2020	2019
	\$'000	\$'000
Cost of sales	193	157
Administrative expenses	60	29
Other operating expenses	96	546
	349	732

## 24. Loans and borrowings

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
<b>Non-current</b>				
Non-current portion of long-term bank loans				
- secured	5,376	11,804	-	-
- unsecured	992	4,912	-	-
Lease liabilities (Note 26)	10,349	12,327	59	85
	16,717	29,043	59	85
<b>Current</b>				
Bank loans				
- secured	1,759	-	-	-
- unsecured	8,970	28,814	5,984	13,237
Current portion of long-term bank loans				
- secured	3,718	3,693	-	-
- unsecured	3,722	3,678	-	-
Trust receipts				
- secured	815	4,101	-	-
- unsecured	1,164	206	-	-
Lease liabilities (Note 26)	1,654	1,770	26	217
	21,802	42,262	6,010	13,454
	38,519	71,305	6,069	13,539

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 24. Loans and borrowings (cont'd)

The Group's secured bank loans are secured on the following assets, stated at their carrying amounts:

	Group	
	2020 \$'000	2019 \$'000
Plant and equipment	11,302	13,258
Inventories	6,609	6,729
Investment in subsidiary – at cost	7,349	7,483
	<u>25,260</u>	<u>27,470</u>

The details of interest rates are set out in Note 30.

The bank loans are repayable between 2021 to 2023 (2019: 2020 to 2023).

A reconciliation of movements of liabilities to cash flows arising from financing activities:

	Bank loans \$'000	Trust receipts \$'000	Lease liabilities \$'000	Total \$'000
<b>Balance at 1 January 2020</b>	52,901	4,307	14,097	71,305
<b>Changes from financing cash flows</b>				
Interest paid	(1,885)	(329)	(887)	(3,101)
Payment of lease liabilities	–	–	(2,034)	(2,034)
Proceeds from bank borrowings and trust receipts	6,296	2,378	–	8,674
Repayments of bank borrowings and trust receipts	(34,783)	(4,702)	–	(39,485)
<b>Total changes from financing cash flows</b>	<b>(30,372)</b>	<b>(2,653)</b>	<b>(2,921)</b>	<b>(35,946)</b>
<b>The effect of changes in foreign exchange rates</b>	123	(4)	(21)	98
New leases	–	–	750	750
Interest expense	1,885	329	887	3,101
Derecognition of lease liabilities*	–	–	(789)	(789)
<b>At 31 December 2020</b>	<b>24,537</b>	<b>1,979</b>	<b>12,003</b>	<b>38,519</b>
<b>Balance at 1 January 2019</b>	61,009	5,989	14,276	81,274
<b>Changes from financing cash flows</b>				
Interest paid	(3,023)	(426)	(848)	(4,297)
Payment of lease liabilities	–	–	(1,810)	(1,810)
Proceeds from bank borrowings and trust receipts	17,533	4,845	–	22,378
Repayments of bank borrowings and trust receipts	(25,831)	(5,991)	–	(31,822)
<b>Total changes from financing cash flows</b>	<b>(11,321)</b>	<b>(1,572)</b>	<b>(2,658)</b>	<b>(15,551)</b>
<b>The effect of changes in foreign exchange rates</b>	190	(536)	110	(236)
New leases	–	–	1,713	1,713
Interest expense	3,023	426	848	4,297
Derecognition of lease liabilities*	–	–	(192)	(192)
<b>At 31 December 2019</b>	<b>52,901</b>	<b>4,307</b>	<b>14,097</b>	<b>71,305</b>

\* Derecognition of the right-of-use assets is as a result of early termination of certain leases and a lease is renewed with reduced lease period.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 25. Deferred tax assets and liabilities

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax authority. The amounts determined after the appropriate offsetting are included in the statement of financial position as follows:

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
Deferred tax assets	1,615	658	–	–
Deferred tax liabilities	1,344	1,251	11	11

### *Unrecognised deferred tax liabilities*

At 31 December 2020, deferred tax liabilities of \$1,241,000 (2019: \$1,033,000) for temporary differences of \$10,610,000 (2019: \$8,218,000) related to investments in subsidiaries were not recognised because the Group is able to control the timing of reversal of the related taxable temporary differences and is satisfied that they will not be incurred in the foreseeable future.

### *Unrecognised deferred tax assets*

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

	Group	
	2020	2019
	\$'000	\$'000
Deductible temporary differences	3,601	3,646
Tax losses	25,978	35,354
	29,579	39,000

### *Unrecognised tax losses*

As at 31 December 2020, the Group has tax losses of approximately \$25,978,000 (2019: \$35,354,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement by the relevant tax authority and provisions of the tax legislations of the respective countries in which the Group operates.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 25. Deferred tax assets and liabilities (cont'd)

### Recognised deferred tax assets and liabilities

Movements in deferred tax assets and liabilities (prior to offsetting of balances) during the year are as follows:

Group	At 1 January 2019 \$'000	Recognised in profit or loss (Note 9) \$'000	Exchange differences \$'000	At 31 December 2019 \$'000	Recognised in profit or loss (Note 9) \$'000	Recognised in other comprehensive income \$'000	Exchange differences \$'000	At 31 December 2020 \$'000
<b>Deferred tax assets</b>								
Property, plant and equipment	418	(28)	48	438	129	-	1	568
Inventories	97	(1)	(1)	95	(35)	-	(5)	55
Trade and other payables	128	32	3	163	49	(38)	(28)	146
Others	110	4	2	116	767	-	(14)	869
	753	7	52	812	910	(38)	(46)	1,638
<b>Deferred tax liabilities</b>								
Property, plant and equipment	(1,433)	143	(51)	(1,341)	(515)	-	31	(1,825)
Trade and other payables	-	-	-	-	474	-	(19)	455
Others	(168)	106	(2)	(64)	64	-	3	3
	(1,601)	249	(53)	(1,405)	23	-	15	(1,367)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 26. Leases

### Group as lessee

The Group leases land, offices, warehouses, factories, office equipment and motor vehicles. The leases typically run for a period of 2 to 32 years, with an option to renew the lease after that date. Lease payments are renegotiated upon renewal to reflect market rentals. For certain leases, the Group is restricted from entering into any sub-lease arrangements.

The Group leases premises, motor vehicles, factory equipment and office with contract terms of one year or less. These leases are short-term and/or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

Information about leases for which the Group is a lessee is presented below.

#### (a) Right-of-use assets ("ROU")

	Land and buildings \$'000	Plant and machinery \$'000	Office equipment and computers \$'000	Motor vehicles \$'000	Total \$'000
<b>Group</b>					
At 1 January 2019	14,024	18	51	–	14,093
Depreciation charge for the year	(1,869)	(30)	(18)	(11)	(1,928)
Additions to right-of-use assets	1,427	138	–	55	1,620
Derecognition of right-of-use assets*	(189)	–	–	–	(189)
Transfer from property, plant and equipment	304	–	–	–	304
Translation difference	(129)	–	–	(1)	(130)
Balance at 31 December 2019	13,568	126	33	43	13,770
Depreciation charge for the year	(2,015)	(89)	(21)	(28)	(2,153)
Additions to right-of-use assets	646	93	10	2	751
Disposal	(651)	(32)	–	–	(683)
Lease modification	(95)	–	–	–	(95)
Translation difference	(163)	(1)	–	(1)	(165)
Balance at 31 December 2020	11,290	97	22	16	11,425

\* Derecognition of the right-of-use assets during 2019 is as a result of early termination of certain leases.

	Land and buildings \$'000	Office equipment and computers \$'000	Total \$'000
<b>Company</b>			
Balance at 1 January 2019	364	45	409
Depreciation charge for the year	(182)	(16)	(198)
Balance at 31 December 2019	182	29	211
Depreciation charge for the year	(182)	(16)	(198)
Balance at 31 December 2020	–	13	13

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 26. Leases (cont'd)

### Group as lessee (cont'd)

#### (b) Lease liabilities

The carrying amounts of lease liabilities (included under financial liabilities) and the movements during the year are disclosed in Note 24 and the maturity of lease liabilities is disclosed in Note 30.

#### (c) Amounts recognised in profit or loss

	Group	
	2020 \$'000	2019 \$'000
Interest on lease liabilities	887	848
Expenses relating to short-term leases	575	938
Expenses relating to leases of low-value assets, excluding short-term leases of low-value assets	5	5
	<u>1,467</u>	<u>1,791</u>

#### (d) Amounts recognised in statement of cash flows

	Group	
	2020 \$'000	2019 \$'000
Total cash outflow for leases	<u>(2,034)</u>	<u>(1,810)</u>

#### (e) Extension options

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

### Group as lessor

The Group leases out its investment property. The Group has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. Information about the operating leases of investment property is disclosed in Note 13 to the financial statements.

Rental income from investment property recognised by the Group during 2020 was \$1,866,000 (2019: \$1,945,000).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

	Group	
	2020 \$'000	2019 \$'000
<u>Operating leases under SFRS(I) 16</u>		
Less than one year	808	532
Between one year to five years	232	114
	<u>1,040</u>	<u>646</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 27. Related party transactions

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

### (a) *Related party transactions*

	Group	
	2020	2019
	\$'000	\$'000
<i>With companies in which certain directors and substantial shareholders have significant influence</i>		
Sale of raw materials/finished goods	2,875	6,914
Purchase of finished goods	(2,855)	(15)
Sale of scrap	1,117	2,037
Service fees paid/payable	-	(1)
Rental received/receivable	106	92
Purchase of tissue papers	(5)	(5)
<i>With companies in which certain directors have significant influence</i>		
Professional fees paid/payable	(6)	(8)
<i>With companies in which certain directors of subsidiaries have significant influence</i>		
Sale of finished goods	103	14
Transportation fees	-	(679)
Leasing of motor vehicle	-	(52)
Advertisement costs paid/payable	-	(2)
<i>With a director of a subsidiary</i>		
Service fees paid/payable	(162)	(163)
<i>With a sibling of a director of the Company</i>		
Professional fees paid/payable	-	(2)
<i>With joint ventures</i>		
Sale of raw materials	161	79
Purchase of raw materials	(55)	(1)
Purchase of plant and equipment (net)	-	(615)
Conversion fees paid/payable	(237)	-
Management fee received/receivables	33	-
Rental paid/payable	(99)	(59)
Interest received/receivables	9	17

### (b) *Compensation of key management personnel*

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

In addition to their salaries, the Group also contributes to post-employment defined benefits plans on their behalf.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### (b) *Compensation of key management personnel (cont'd)*

Key management personnel compensation comprise remuneration of directors and other key executives as follows:

	Group	
	2020	2019
	\$'000	\$'000
Short-term employment benefits		
- Directors	796	696
- Key executives	3,022	2,929
Post-employment benefits (including contribution to Central Provident Fund)	150	190
	<u>3,968</u>	<u>3,815</u>

### *Key management personnel and director transactions*

A number of key management personnel, or their related parties, hold positions in other entities that result in them having a significant influence over the financial or operating policies of these entities. A number of these entities transacted with the Group during the year.

## 28. Commitments

At the reporting date, the Group has the following commitment:

### *Capital commitment*

	Group	
	2020	2019
	\$'000	\$'000
Contracted but not provided for	<u>300</u>	<u>361</u>

## 29. Contingent liabilities

The Company has given an undertaking to provide continuing financial support to a subsidiary (2019: certain subsidiaries), to enable the subsidiaries to continue its operations for at least the next twelve months. At the reporting date, the subsidiary was in a net liabilities position of \$1,520,104 (2019: \$8,846,000).

## 30. Financial risk management policies and objectives

The key financial risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk and foreign currency risk.

### *Risk management framework*

Risk management is integral to the whole business of the Group. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### *Risk management framework (cont'd)*

The Group Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes regular reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

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 during the years ended 31 December 2020 and 2019.

### (a) **Credit risk**

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

Concentrations of credit risk exist when economic or industry factors similarly affect groups of counterparties and when the aggregate amount of this exposure is significant in relation to the Group's total credit exposure. Details of credit risk by different factors, including geographical region, can be found in Note 18.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit facilities. Each new customer is analysed individually for creditworthiness before the Group's standard payment, delivery terms and conditions are offered. Purchase limits are established for each customer. These limits are reviewed regularly. Customers failing to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, geographical location, industry, aging profile, maturity and existence of previous financial difficulties.

The Group does not require collateral in respect of trade and other receivables. The Group does not have trade receivables and contract assets for which no loss allowance is recognised because of collateral.

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

To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition.

The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### (a) *Credit risk (cont'd)*

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

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

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

#### *Exposure to credit risk*

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

#### (i) *Cash and cash equivalents*

The Group and the Company held cash and cash equivalents of \$33,958,000 (2019: \$34,688,000) and \$7,961,000 (2019: \$8,765,000) as 31 December 2020. The cash and cash equivalents are held with bank and financial institution counterparties, which are rated B2 to Aa1, based on Moody's ratings.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents is negligible.

#### (ii) *Financial guarantees*

Intra-group financial guarantees comprise guarantees granted by the Company to banks of \$47,036,000 (2019: \$59,907,000) in respect of banking facilities extended to subsidiaries. In the event of a default of those banking facilities by the subsidiaries, the Company would be responsible for the repayment of the amount owing to the bank.

An unsecured guarantee of \$3,965,000 (2019: \$7,163,000) was issued to suppliers by the Company for credit terms granted to its subsidiaries.

At the reporting date, the Company does not consider it probable that a claim will be made against the Company under the above guarantees.

#### *Excessive risk concentration*

Concentrations of credit risk exist when economic or industry factors similarly affect groups of counterparties and when the aggregate amount of this exposure is significant in relation to the Group's total credit exposure.

Details of credit risk by different factors, including geographical region, can be found in Note 18.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### (b) *Liquidity risk*

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. Short-term funding is obtained from bank borrowings. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of credit facilities.

#### *Working capital management*

The Group manages its working capital requirements with the view to ensure smooth operations and minimise interest costs. There are credit facilities available to the Group to support part of the working capital requirements. The credit facilities are regularly reviewed by the directors to ensure that they meet the objectives of the Group.

#### *Analysis of financial instruments by remaining contractual maturities*

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the statement of financial position date based on contractual undiscounted repayment obligations.

			Cash flows		
	Note	Carrying amount \$'000	Contractual cash flows \$'000	Within one year \$'000	One to five years \$'000
<b>Group</b>					
<b>31 December 2020</b>					
<b>Financial assets</b>					
Equity instruments at FVTPL	16	979	979	–	979
Trade and other receivables*	18	53,353	53,353	53,030	323
Cash and cash equivalents		33,958	34,431	34,431	–
Contract assets		2,710	2,710	2,710	–
<b>Total undiscounted financial assets</b>		91,000	91,473	90,171	1,302
<b>Non-derivative financial liabilities</b>					
Secured bank loans	24	(10,853)	(11,602)	(6,079)	(5,523)
Unsecured bank loans	24	(13,684)	(13,779)	(12,784)	(995)
Lease liabilities	24	(12,003)	(15,779)	(2,368)	(13,411)
Trade and other payables**	20	(38,390)	(38,390)	(38,191)	(199)
Secured trust receipts	24	(815)	(846)	(846)	–
Unsecured trust receipts	24	(1,164)	(1,166)	(1,166)	–
<b>Total undiscounted financial liabilities</b>		(76,909)	(81,562)	(61,434)	(20,128)
<b>Total net undiscounted financial assets/(liabilities)</b>		14,091	9,911	28,737	(18,826)

\* Excludes prepayments, tax recoverable and GST/VAT input tax

\*\* Excludes employee benefits, deferred income and GST/VAT output tax

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

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

			Cash flows		
	Note	Carrying amount \$'000	Contractual cash flows \$'000	Within one year \$'000	One to five years \$'000
<b>Group</b>					
<b>31 December 2019</b>					
<b>Financial assets</b>					
Equity instruments at FVTPL	16	1,023	1,023	–	1,023
Trade and other receivables*	18	62,786	62,786	62,786	–
Cash and cash equivalents		34,688	34,916	34,916	–
Contract assets		2,952	2,952	2,952	–
<b>Total undiscounted financial assets</b>		101,449	101,677	100,654	1,023
<b>Non-derivative financial liabilities</b>					
Secured bank loans	24	(15,497)	(19,058)	(4,785)	(14,273)
Unsecured bank loans	24	(37,404)	(38,042)	(33,139)	(4,903)
Lease liabilities	24	(14,097)	(18,503)	(2,556)	(15,947)
Trade and other payables**	20	(41,465)	(41,465)	(41,328)	(137)
Secured trust receipts	24	(4,101)	(4,217)	(4,217)	–
Unsecured trust receipts	24	(206)	(208)	(208)	–
<b>Total undiscounted financial liabilities</b>		(112,770)	(121,493)	(86,233)	(35,260)
<b>Total net undiscounted financial (liabilities)/assets</b>		(11,321)	(19,816)	14,421	(34,237)

\* Excludes prepayments, tax recoverable and GST/VAT input tax

\*\* Excludes employee benefits, deferred income and GST/VAT output tax

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

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

Cash flows due within one year include secured and unsecured revolving credit facilities amounting to \$12,935,000 (2019: \$33,640,000).

			Cash flows		
	Note	Carrying amount \$'000	Contractual cash flows \$'000	Within one year \$'000	One to five years \$'000
<b>Company</b>					
<b>31 December 2020</b>					
<b>Financial assets</b>					
Equity instruments at FVTPL	16	878	878	–	878
Trade and other receivables*	18	14,598	14,598	14,146	452
Cash and cash equivalents		7,961	7,961	7,961	–
<b>Total undiscounted financial assets</b>		23,437	23,437	22,107	1,330
<b>Non-derivative financial liabilities</b>					
Unsecured bank loans	24	(5,984)	(5,998)	(5,998)	–
Lease liabilities	24	(85)	(91)	(29)	(62)
Trade and other payables**	20	(35,587)	(35,587)	(35,587)	–
Financial guarantees		–	(51,001)	(46,793)	(4,208)
<b>Total undiscounted financial liabilities</b>		(41,656)	(92,677)	(88,407)	(4,270)
<b>Total net undiscounted financial liabilities</b>		(18,219)	(69,240)	(66,300)	(2,940)

\* Excludes prepayments

\*\* Excludes employee benefits, deferred income and GST/VAT output tax

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

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

			Cash flows		
	Note	Carrying amount \$'000	Contractual cash flows \$'000	Within one year \$'000	One to five years \$'000
<b>Company</b>					
<b>31 December 2019</b>					
<b>Financial assets</b>					
Equity instruments at FVTPL	16	914	914	–	914
Trade and other receivables*	18	23,836	23,836	23,836	–
Cash and cash equivalents		8,765	8,765	8,765	–
<b>Total undiscounted financial assets</b>		33,515	33,515	32,601	914
<b>Non-derivative financial liabilities</b>					
Unsecured bank loans	24	(13,237)	(13,320)	(13,320)	–
Lease liabilities	24	(302)	(316)	(225)	(91)
Trade and other payables**	20	(32,432)	(32,432)	(32,432)	–
Financial guarantees		–	(67,070)	(57,034)	(10,036)
<b>Total undiscounted financial liabilities</b>		(45,971)	(113,138)	(103,011)	(10,127)
<b>Total net undiscounted financial liabilities</b>		(12,456)	(79,623)	(70,410)	(9,213)

\* Excludes prepayments

\*\* Excludes employee benefits, deferred income and GST/VAT output tax

The maturity analyses show the contractual undiscounted cash flows of the Group and the Company's financial liabilities and guarantees on the basis of their earliest possible contractual maturity.

Except for the cash flow arising from the intra-group financial guarantees, it is not expected that the cash flows included in the maturity analyses of the Group and the Company could occur significantly earlier, or at significantly different amounts.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 30. Financial risk management policies and objectives

### (c) *Interest rate risk*

The Group's exposure to changes in interest rates relates primarily to its interest-earning financial assets and interest-bearing financial liabilities. Interest rate risk is managed by the Group on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by an adverse movement in interest rates.

#### *Effective interest rates and repricing/maturity analysis*

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments, as reported to the management, was as follows:

	Average interest rate %	Floating interest \$'000	Fixed interest rate maturing		Total \$'000
			Within 1 year \$'000	1 to 5 years \$'000	
<b>Group</b>					
<b>2020</b>					
<b>Assets</b>					
Cash at bank	0.8	2,005	–	–	2,005
Short-term deposits	0.1 – 6.8	–	9,197	–	9,197
		2,005	9,197	–	11,202
<b>Liabilities</b>					
Bank loans	2.0 – 11.8	(19,185)	(3,947)	(1,405)	(24,537)
Trust receipts	1.7 – 11.5	(1,164)	(815)	–	(1,979)
Lease liabilities	3.3 – 11.8	–	(1,654)	(10,349)	(12,003)
		(20,349)	(6,416)	(11,754)	(38,519)
<b>2019</b>					
<b>Assets</b>					
Cash at bank	0.8	2,732	–	–	2,732
Short-term deposits	0.4 – 7.0	–	7,780	–	7,780
		2,732	7,780	–	10,512
<b>Liabilities</b>					
Bank loans	3.7 – 11.8	(47,244)	(2,135)	(3,522)	(52,901)
Trust receipts	3.4 – 11.5	(206)	(4,101)	–	(4,307)
Lease liabilities	3.8 – 11.5	–	(1,770)	(12,327)	(14,097)
		(47,450)	(8,006)	(15,849)	(71,305)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

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

			Fixed interest rate maturing		
	Average interest rate %	Floating interest \$'000	Within 1 year \$'000	1 to 5 years \$'000	Total \$'000
<hr/>					
<b>Company</b>					
<b>2020</b>					
<b>Asset</b>					
Loans to subsidiaries	1.7 – 4.3	–	18,849	–	18,849
<hr/>					
<b>Liabilities</b>					
Bank loans	1.9 – 2.2	(5,984)	–	–	(5,984)
Lease liabilities	3.8	–	(26)	(59)	(85)
<hr/>					
<b>2019</b>					
<b>Asset</b>					
Loans to subsidiaries	2.8 – 4.7	–	27,535	–	27,535
<hr/>					
<b>Liabilities</b>					
Bank loans	3.4 – 4.7	(13,237)	–	–	(13,237)
Lease liabilities	3.8	–	(217)	(85)	(302)

#### *Fair value sensitivity analysis for fixed rate instruments*

The Group and Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, in respect of the fixed rate instruments, a change in interest rates at the reporting date would not affect profit or loss.

#### *Cash flow sensitivity analysis for variable rate instruments*

For variable rate financial assets and liabilities, a change of 50 basis points in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Profit or loss			
	Group		Company	
	50 bp increase \$'000	50 bp decrease \$'000	50 bp increase \$'000	50 bp decrease \$'000
<b>2020</b>				
Variable rate instruments	(102)	102	(30)	30
<b>2019</b>				
Variable rate instruments	(224)	224	(66)	66

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

### (d) *Foreign currency risk*

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of the Group entities. The currencies in which these transactions primarily are denominated are the Singapore dollar ("SGD"), United Arab Emirates dirham ("AED"), United States dollar ("USD"), Vietnamese dong ("VND"), Australian dollar ("AUD") and Malaysia ringgit ("MYR").

The Group has a policy that governs the hedging of foreign currency risk exposure. The Group's policy is to enter into "Plain Vanilla" foreign exchange forwards to hedge its foreign currency risks. The policy prescribes guidelines as to the duration and the risks limits to foreign currency exposures. Exposures to currency risk are monitored on an ongoing basis and the Group endeavours to keep the net exposures at an acceptable level.

At the reporting date, the Group and Company do not have any outstanding forward exchange contracts (2019: \$Nil).

The summary of quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	<b>AED \$'000</b>	<b>USD \$'000</b>	<b>VND \$'000</b>	<b>AUD \$'000</b>	<b>MYR \$'000</b>
<b>Group</b>					
<b>2020</b>					
Trade and other receivables	1,547	5,311	786	348	728
Cash and cash equivalents	368	7,789	12	178	254
Financial liabilities	(4,069)	(5,984)	(2,265)	-	(1,550)
Trade and other payables	(152)	(390)	(3,903)	(8)	(1,294)
Net exposure	(2,306)	6,726	(5,370)	518	(1,862)
<b>2019</b>					
Trade and other receivables	2,226	5,528	1,721	168	1,249
Cash and cash equivalents	445	10,124	33	1	1,251
Financial liabilities	(4,246)	(13,237)	(3,156)	-	(2,047)
Trade and other payables	(172)	(493)	(6,054)	(6)	(1,813)
Net exposure	(1,747)	1,922	(7,456)	163	(1,360)
				<b>Company</b>	
				<b>USD 2020 \$'000</b>	<b>USD 2019 \$'000</b>
Loans to subsidiaries				21,981	29,406
Trade and other receivables				2,968	3,614
Cash and cash equivalents				6,511	8,473
Financial liabilities				(5,984)	(13,237)
Trade and other payables				(8,659)	(5,326)
				16,817	22,930

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

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

#### *Sensitivity analysis*

A 2% strengthening of SGD against the AED, USD, VND, AUD and MYR at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecasted sales and purchases. The analysis is performed on the same basis for 2019.

	Group		Company	
	Profit or loss			
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
AED	46	35	-	-
USD	(135)	(38)	(336)	(459)
VND	107	149	-	-
AUD	(10)	(3)	-	-
MYR	37	27	-	-

A 2% weakening of SGD against the AED, USD, VND, AUD and MYR at the reporting date would have the equal but opposite effect on the amounts shown above, on the basis that all other variables remain constant.

## 31. Fair value of financial assets and liabilities

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

### (a) *Fair value hierarchy*

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 31. Fair value of financial assets and liabilities (cont'd)

### (b) *Financial assets and liabilities measured at fair value*

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Fair value			
	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
<b>Group</b>				
<b>2020</b>				
<b>Assets</b>				
Unit trust funds	–	1,275	–	1,275
Equity investments – at FVTPL				
Quoted equity securities	101	–	–	101
Unquoted equity securities	–	–	878	878
	101	1,275	878	2,254
<b>2019</b>				
<b>Assets</b>				
Unit trust funds	–	953	–	953
Equity investments – at FVTPL				
Quoted equity securities	109	–	–	109
Unquoted equity securities	–	–	914	914
	109	953	914	1,976

### *Estimation of fair values*

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments of the Group and Company.

#### *Unit trust funds (2019: Unit trust funds)*

The fair value of unit trust funds is determined by reference to the published net asset value at the reporting date.

#### *Equity investments – at FVTPL (2019: Equity investments – at FVTPL)*

The fair value of quoted securities is determined by reference to their quoted prices (unadjusted) in active markets for identical assets.

#### *Unquoted equity securities (2019: Unquoted equity securities)*

#### Information about significant unobservable inputs used in Level 3 fair value measurements

The fair value of unquoted equity securities is determined based on the net tangible assets, which approximate fair value, of the investees. The net intangible assets are then adjusted for the fair value of the property held which is based on independent valuations obtained by property valuers on an open market value basis.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 31. Fair value of financial assets and liabilities (cont'd)

### (b) *Financial assets and liabilities measured at fair value (cont'd)*

#### *Estimation of fair values (cont'd)*

*Unquoted equity securities (2019: Unquoted equity securities) (cont'd)*

Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

The following table presents the valuation technique and key inputs that were used to determine the fair value of the property held categorized under Level 3 of the fair value hierarchy which involves significant unobservable inputs:

Financial year	Fair value of unquoted equity securities \$'000	Valuation technique	Unobservable input	Range
2020	878	Market comparable approach	Yield adjustments based on management's assumptions*	Land: land value +RM10 psf Building: depreciation expenses +3%
2019	914	Market comparable approach	Yield adjustments based on management's assumptions*	Land: land value +RM10 psf Building: depreciation expenses +3%

\* The yield adjustments are made for any differences in the nature, location or condition of the specified property.

A significant increase (decrease) in yield adjustments based on management's assumptions would result in a significantly lower (higher) fair value measurement.

#### Movement in Level 3 assets and liabilities measured at fair value

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

	<b>Financial assets at FVTPL Unquoted equity securities</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Group</b>		
At 1 January	914	958
Total gains or losses for the year included in profit of loss	(36)	(44)
Balance at 31 December	878	914

#### Valuation policies and procedures

The directors of the Company decide which external valuer to be responsible for the external valuations of the Group's property. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management has discussion with the valuer on the valuation assumptions and valuation results when the valuation is performed at each annual reporting date, on an alternate year basis. For financial years which no valuation is performed, management corroborates the previous fair value obtained with recent transaction prices of properties in the same vicinity.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 31. Fair value of financial assets and liabilities (cont'd)

### (c) *Assets and liabilities not carried at fair value but for which fair value is disclosed*

The following table shows an analysis of the Group's assets not measured at fair value but for which fair value is disclosed:

	Significant unobservable inputs (Level 3) \$'000	Carrying amount \$'000
<b>Group</b>		
<b>2020</b>		
Investment properties	32,584	5,377
<b>2019</b>		
<b>Assets</b>		
Investment properties	31,613	5,629

Determination of fair value is disclosed in Note 13.

### (d) *Other financial assets and liabilities*

The carrying amounts of financial assets and liabilities with a maturity of or reprice within one year (including trade and other receivables, cash and cash equivalents, financial liabilities and trade and other payables) are assumed to approximate their fair values because of the short period to maturity or repricing.

The fair value of loan to subsidiaries is not materially different from its carrying values.

	FVTPL \$'000	Amortised cost \$'000	Other financial liabilities \$'000	Total carrying amount \$'000
<b>Group</b>				
<b>2020</b>				
Equity investments at FVTPL	979	-	-	979
Trade and other receivables*	-	53,353	-	53,353
Cash and cash equivalents	-	33,958	-	33,958
Contract assets	-	2,710	-	2,710
	979	90,021	-	91,000
Trade and other payables**	-	-	(38,390)	(38,390)
Loans and borrowings	-	-	(38,519)	(38,519)
	-	-	(76,909)	(76,909)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 31. Fair value of financial assets and liabilities (cont'd)

### (d) *Other financial assets and liabilities (cont'd)*

	FVTPL \$'000	Amortised cost \$'000	Other financial liabilities \$'000	Total carrying amount \$'000
<b>Group</b>				
<b>2019</b>				
Equity investments at FVTPL	1,023	–	–	1,023
Trade and other receivables*	–	62,786	–	62,786
Cash and cash equivalents	–	34,688	–	34,688
Contract assets	–	2,952	–	2,952
	1,023	100,426	–	101,449
Trade and other payables**	–	–	(41,465)	(41,465)
Loans and borrowings	–	–	(71,305)	(71,305)
	–	–	(112,770)	(112,770)

\* Excludes prepayments, tax recoverable and GST/VAT input tax

\*\* Excludes employee benefits, deferred income and GST/VAT output tax

	FVTPL \$'000	Amortised cost \$'000	Other financial liabilities \$'000	Total carrying amount \$'000
<b>Company</b>				
<b>2020</b>				
Equity investments at FVTPL	878	–	–	878
Trade and other receivables*	–	14,598	–	14,598
Cash and cash equivalents	–	7,961	–	7,961
	878	22,559	–	23,437
Trade and other payables**	–	–	(35,587)	(35,587)
Loans and borrowings	–	–	(6,069)	(6,069)
	–	–	(41,656)	(41,656)
<b>2019</b>				
Equity investments at FVTPL	914	–	–	914
Trade and other receivables*	–	23,836	–	23,836
Cash and cash equivalents	–	8,765	–	8,765
	914	32,601	–	33,515
Trade and other payables**	–	–	(32,432)	(32,432)
Loans and borrowings	–	–	(13,539)	(13,539)
	–	–	(45,971)	(45,971)

\* Excludes prepayments

\*\* Excludes employee benefits, deferred income and GST/VAT output tax

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 32. Segment information

The Group's reportable segments as described below are the Group's strategic business units. The management has determined the reportable segments based on the reports reviewed by the Group's CEO and senior management that are used to make strategic decisions. Performance is measured based on segment results as included in the internal management reports reviewed by the Group's CEO and senior management.

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

- Specialty papers: The manufacture and sale of laminated aluminium paper products and other packaging products.
- Printed cartons and labels: The printing and sale of paper packaging materials.
- Trading: The sale of raw materials, paper products and equipment.
- Tissue paper: The manufacture and sale of paper products.
- Investment holding: Investing activities, including investment in investment properties.

Other segments include corrugated containers and printing ink businesses. These are not included within the reportable operating segments. The results of these operations are included in "other segments".

Inter-segment pricing is determined on a commercial basis. Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 32. Segment information (cont'd)

### Information about reportable segments

Group	Specialty papers				Printed cartons and labels				Trading				Tissue paper				Investment holding				Total			
	2020	2019	\$'000	\$'000	2020	2019	\$'000	\$'000	2020	2019	\$'000	\$'000	2020	2019	\$'000	\$'000	2020	2019	\$'000	\$'000	2020	2019	\$'000	\$'000
External revenues	103,687	115,587	90,502	112,991	112,991	90,502	31,381	27,974	9,581	36,257	-	-	235,151	292,809										
Inter-segment revenue	4,149	2,379	35,626	49,759	5,902	4,109	237	15,400	-	-	-	-	45,914	71,647										
Interest income	37	37	55	217	4	-	1	2	796	1,097	893	1,353												
Interest expense	(701)	(811)	(2,371)	(3,098)	(86)	(127)	(326)	(671)	(289)	(531)	(3,773)	(5,238)												
Reportable segment profit before tax	6,895	2,101	1,608	(4,330)	326	(601)	569	(11,159)	319	395	9,717	(13,594)												
Segment results	6,895	2,101	1,608	(4,330)	326	(601)	569	(11,159)	319	395	9,717	(13,594)												
Share of profit of equity-accounted investees	-	-	-	-	-	-	-	-	(368)	(411)	(368)	(411)												
Other material non-cash items:																								
- Amortisation	6	5	821	1,271	-	-	-	-	-	-	-	-	827	1,276										
- Depreciation	3,055	3,080	13,801	15,987	93	273	14	7	448	461	17,411	19,808												
- Impairment loss on property, plant and equipment	345	2,711	(116)	3,017	-	-	-	-	-	-	-	-	229	5,728										
- Change in fair value of equity shares	5	152	-	-	-	-	-	-	37	43	42	195												
Capital expenditure	1,121	1,722	3,162	10,687	4	-	-	68	-	-	4,287	12,477												
Investments in equity-accounted investees	-	-	-	-	-	-	-	-	10,693	11,117	10,693	11,117												
Reportable segment assets	65,490	73,573	145,536	179,734	8,959	3,927	6,732	9,045	7,676	8,296	234,393	274,575												
Reportable segment liabilities	23,780	30,190	37,533	67,347	7,197	2,029	1,468	406	145	135	70,123	100,107												

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 32. Segment information (cont'd)

Reconciliation of reportable segment revenues, profit or loss, assets and liabilities and other material items

	2020 \$'000	2019 \$'000
<b>Revenues</b>		
Total revenue for reportable segments	281,065	364,456
Revenue for other segments	7,234	8,293
Elimination of inter-segment revenue	(45,914)	(71,647)
Consolidated revenue	242,385	301,102
<b>Profit or loss</b>		
Total profit or loss for reportable segments	9,717	(13,594)
Profit or loss for other segments	206	289
	9,923	(13,305)
Elimination of inter-segment profits	1,919	2,007
Share of profit of equity-accounted investees	(368)	(411)
Unallocated amounts:		
- other corporate expenses	(3,343)	(4,114)
Consolidated profit/(loss) before tax	8,131	(15,823)
<b>Assets</b>		
Total assets for reportable segments	234,393	274,575
Assets for other segments	4,136	3,795
Investments in equity-accounted investees	10,693	11,117
Unallocated amounts:		
- other corporate assets	13,404	13,958
- income tax assets	2,340	1,221
Consolidated total assets	264,966	304,666
<b>Liabilities</b>		
Total liabilities for reportable segments	70,123	100,107
Liabilities for other segments	1,286	955
Unallocated amounts:		
- other corporate liabilities	6,743	14,204
- income tax liabilities	2,017	2,128
Consolidated total liabilities	80,169	117,394
<b>Depreciation</b>		
Total depreciation for reportable segments	17,411	19,808
Others	411	292
Consolidated depreciation	17,822	20,100
<b>Capital expenditure</b>		
Total capital expenditure for reportable segments	4,287	12,477
Others	8	242
Consolidated capital expenditure	4,295	12,719

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 32. Segment information (cont'd)

	2020			2019		
	Reportable Segments Total \$'000	Adjustments \$'000	Consolidated Total \$'000	Reportable Segments Total \$'000	Adjustments \$'000	Consolidated Total \$'000
<b>Group</b>						
<b>Interest income and expense</b>						
Interest income	893	(582)	311	1,353	(974)	379
Interest expense	(3,773)	672	(3,101)	(5,238)	941	(4,297)
Consolidated net interest expense	(2,880)	90	(2,790)	(3,885)	(33)	(3,918)

### Geographical information

The specialty papers, printed cartons and labels, trading and investment holding segments operate in a number of principal countries. For specialty papers, the Group has plants in Singapore, Vietnam, Malaysia and Dubai, while for printed cartons and labels, the Group has plants in Vietnam, Malaysia, Indonesia and Dubai. For trading, the Group has sales offices in Singapore and Hong Kong.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of business operations and segment non-current assets are based on the geographical location of the assets.

	2020 External revenues \$'000	2020 Non-current assets* \$'000	2019 External revenues \$'000	2019 Non-current assets* \$'000
Hong Kong	68,777	20,769	80,322	22,762
Vietnam	61,935	36,545	70,368	43,245
Malaysia	32,143	23,455	38,920	23,939
Indonesia	27,525	18,886	34,385	21,286
Singapore	40,721	9,946	44,246	10,162
Dubai	11,284	20,663	8,992	24,832
China	–	2,445	23,869	2,588
Australia	–	935	–	1,105
	242,385	133,644	301,102	149,919

\* Excludes deferred tax assets and non-current financial assets

### Major customer

Revenue of \$127.0 million (2019: \$159.4 million) is derived from two external customers, attributable to the specialty papers and printed cartons and labels segments.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 33. Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as net operating income divided by total shareholders' equity excluding non-controlling interests. The Board also monitors the level of dividends to ordinary shareholders. Capital consists of ordinary shares and retained earnings of the Group.

The Board monitors the capital position of the Group to ensure a sufficiently strong capital base so as to maintain investor, creditor and market confidence. This is also a platform to sustain the existing business and for future growth. Concurrently, the Board of Directors reviews the capital to debt ratio to achieve the dual objective of a strong capital base and an acceptable level on the return on capital.

	Group	
	2020	2019
	\$'000	\$'000
Lease liabilities (Note 24)	12,003	14,097
Bank loans (Note 24)	26,516	57,208
Total finance liabilities	38,519	71,305
Equity attributable to owners of the Company	143,470	144,228
Total capital	184,797	187,272
<b>Gearing ratio</b>	20.8%	38.1%

There were no changes in the Group's approach to capital management during the year.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 34. Comparative figures

The financial statements for the financial year ended 31 December 2019 were audited by another firm of Chartered Public Accountants.

## 35. Subsequent event

On 6 April 2021, the Company has announced to cease its plan to produce and sell electric motorcycles, electric scooters and electric bicycles in a subsidiary.

## 36. Authorisation of financial statements for issue

The financial statements for the year ended 31 December 2020 were authorised for issue in accordance with a resolution of the directors on 11 May 2021.

# GROUP PROPERTIES

## List of Major Properties

Location	Description	Tenure
<b>Lot 15,17,19 &amp; 21 – Road 3 Industrial Zone Linh Trung II EPZ Thu Duc District Ho Chi Minh City, Vietnam</b>	One office, two factories and two warehouses used by a subsidiary for its operations	Leasehold 48.5 years from 3 December 2001 to 22 May 2050
<b>Lot 24 – Road 3 Industrial Zone Linh Trung II EPZ Thu Duc District Ho Chi Minh City, Vietnam</b>	Office and factory used by a subsidiary for its operations	Leasehold 40 years from 7 June 2010 to 22 May 2050
<b>No. 16 Soon Lee Road Singapore 628079</b>	A single-storey detached factory with ancillary structures used by a subsidiary for its operations	Leasehold 60 years commencing from 16 November 1969
<b>38 Huu Nghi Street Vietnam – Singapore Industrial Park Thuan An, Binh Duong Ho Chi Minh City, Vietnam</b>	Two-storey office, two factories and two warehouses used by a subsidiary for its operations	Leasehold 49 years expiring on 8 August 2054
<b>No. 79 Section 14/20 46100 Petaling Jaya Selangor Darul Ehsan, Malaysia</b>	Residential quarters for staff of a subsidiary	Leasehold 99 years expiring on 22 July 2074
<b>Forest Hills, Block B-210 Mission Hill Golf Club Tangxia Town, Dongguan City Guangdong Province, PRC</b>	Studio apartment	Leasehold 40 years expiring on 6 July 2049
<b>Plot No. S30605, PO Box 263919 Jebel Ali, Dubai United Arab Emirates</b>	Office and factory used by a subsidiary for its operations	Leasehold 20 years expiring 5 August 2036
<b>Plot No. S40404, PO Box 263505 Jebel Ali, Dubai United Arab Emirates</b>	Office and factory used by a subsidiary for its operations	Leasehold 20 years expiring on 9 Oct 2036

# GROUP PROPERTIES

## List of Investment Properties

Location	Description	Tenure
<b>No. 190, 191, 210 and 211 Shanghai Ma Lu Industrial Park No. 58 Chan Bo Road, Ma Lu District Jia Ding County, Shanghai, PRC</b>	Four similar semi-detached single-storey industrial/warehouse buildings	Leasehold 48 years expiring on 12 November 2043
<b>No. 2461, Bao An Road JiaDing District, Shanghai, PRC</b>	Office, factory and warehouse	Leasehold 50 years from 7 July 1997
<b>No. 5 &amp; 6 Yue Hai Industrial Area Nan Yu Road West, Nan Shan District Shenzhen, PRC</b>	Two adjoining ground floor units of twin six-storey factory buildings	Leasehold 50 years from 1 March 1996
<b>No. 78 Xin Hua Dong Road Inner Mongolia, PRC</b>	2 units of residential apartments	Leasehold 70 years from 25 January 2006
<b>No. 35 Gang Wan Road Wuhu Economic Technology Development Park Wuhu City, Anhui Province, PRC</b>	Office, factory and warehouse	Leasehold period from 13 December 2000 to 1 December 2047
<b>Workshop B, 1/F., Block 1 Koon Wah Mirror Factory (6th) Industrial Building Nos. 7 – 9 Ho Tin Street, Tuen Mun New Territories, Hong Kong</b>	Industrial premises	Leasehold 99 years from 1 July 1898, extended by the New Territories Leases (Extension) Ordinance until the expiry of 30 June 2047
<b>No. 8, Section 14/28 46100 Petaling Jaya Selangor Darul Ehsan, Malaysia</b>	Residential premises	Leasehold 99 years expiring on 10 January 2063
<b>No. 8, Lorong 19/1 A 46300 Petaling Jaya Selangor Darul Ehsan, Malaysia</b>	Office, factory and warehouse	Leasehold 99 years from 24 July 1963
<b>No. 41-43 Birralelee Road Regency Park, SA 5010 Australia</b>	Office, factory and warehouse	Freehold

# OTHER INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

## Code of Conduct

The Group has a code of conduct that sets the principles of the code of conduct and business ethics which applies to all employees of the Group. The Group's employees are expected to observe and uphold high standards of integrity and comply with applicable laws and regulations as well as the Group's policies.

## Dealings in Securities

In line with Rule 1207(19) of the SGX-ST Listing Manual on dealings in securities, the Company provides guidance to its officers with regard to dealings by the Company and its officers in its securities including reminding its officers to observe the laws on insider dealing at all times. In addition, the Company advises its officers not to deal in its securities on short-term considerations and during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company's financial statements for the full financial year, and ending on the date of the announcement of the relevant results.

## Material Contracts Involving the Interests of the Chief Executive Officer, Director or Controlling Shareholder

The Company and its subsidiaries do not have any material contract involving the interest of the Chief Executive Officer, Director or controlling shareholder that was still subsisting as at 31 December 2020 or entered into since 31 December 2019.

## Employee Share Option Scheme

The Group currently does not have any employee share option scheme.

## Interested Person Transactions

The aggregate value of transactions entered into by the Group with interested persons, as defined in the SGX-ST Listing Manual, is as follow:

Interested person	Aggregate value of all transactions (excluding transactions less than S\$100,000 and transactions conducted under a shareholders' mandate pursuant to Rule 920) S\$'000	Aggregate value of all transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual (excluding transactions less than S\$100,000) S\$'000
<b>New Toyo Pulppy (Vietnam) Co. Ltd</b>		
- Sale of chipboard and duplex	549	-
- Sale of jumbo reels	875	-
- Purchase of finished goods	2,849	-
- Sale of corrugated boxes	527	-
- Sale of pulp	723	-
<b>New Toyo Pulppy (Hong Kong) Ltd</b>		
- Leasing of warehouse	194	-
<b>Lu Le Nhi</b>		
- Provision of advisory services	162	-

## Risk Management

The Group's risk management controls are outlined on page 29 and pages 105 to 115 of this Annual Report.

# OTHER INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

## DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Ms Angela Heng Chor Kiang is the Director seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 28 May 2021.

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the following is the information relating to the Director seeking re-election as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST:

Name of Director	<b>MS ANGELA HENG CHOR KIANG</b>
Date of Appointment	27 March 2014
Date of last re-appointment	30 April 2019
Age	63
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee ("NC") and has reviewed and considered the past contribution and suitability of Ms Angela Heng Chor Kiang ("Ms Heng") for re-appointment as Executive Director of the Company. The Board has reviewed and concluded that Ms Heng possess the experience, expertise, knowledge and skills to continue contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive, responsible for the long and short term plans and management of the Company.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director, Group Chief Executive Officer and a member of Nominating Committee
Professional qualifications	Master of Social Science (Professional Counselling), Swinburne University of Technology
Working experience and occupation(s) during the past 10 years	<p><b>2006 to 2007</b> NEW TOYO INTERNATIONAL HOLDINGS LTD Head of Business Development - Tobacco Packaging</p> <p><b>2007 to 2014</b> NEW TOYO INTERNATIONAL CO (PTE) LTD Head of Business Development - Special Projects</p> <p><b>2014 to present</b> NEW TOYO INTERNATIONAL HOLDINGS LTD Executive Director Executive Chairman (stepped down effective 1 September 2016) Group Chief Executive Officer</p>
Shareholding interest in the listed issuer and its subsidiaries	500,000 ordinary shares
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	None

## OTHER INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

Name of Director	<b>MS ANGELA HENG CHOR KIANG</b>
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Past (for the last 5 years)	<ol style="list-style-type: none"> <li>1. Benline Investment Holdings Pte. Ltd.</li> <li>2. Thai Toyo Aluminium Packaging Company Limited</li> <li>3. Alliance Innovative Solutions Pte Ltd</li> </ol>
Present	<ol style="list-style-type: none"> <li>1. Fast Win Enterprise Limited</li> <li>2. Max Ease International Limited</li> <li>3. New Toyo Adelaide Pty Ltd</li> <li>4. New Toyo International Co Pte Ltd</li> <li>5. New Toyo International Holdings Ltd</li> <li>6. New Toyo Lamination (M) Pte Ltd</li> <li>7. Tien Wah Press Holdings Berhad</li> <li>8. Tien Wah Holdings (1990) Sdn Bhd</li> <li>9. Sealink International Limited</li> <li>10. New Toyo Paper Products (Shanghai) Co., Ltd</li> <li>11. New Toyo Corrugated Products Pte Ltd</li> <li>12. New Toyo Ventures Pte Ltd</li> <li>13. Singapore Pacific Investments Pte Ltd</li> <li>14. Pacific Eagle Investment Limited</li> <li>15. Wuhu New Asia Paper Products Co Ltd</li> <li>16. Vina Toyo Co Ltd</li> <li>17. Anzpac Services (Australia) Pty Limited</li> <li>18. Paper Base Converting Sdn Bhd</li> <li>19. Toyoma Non Carbon Paper Manufacturer Sdn Bhd</li> <li>20. Max View Holdings Limited</li> <li>21. New Toyo Aluminium Gulf Paper Packaging FZE</li> <li>22. PT. Bintang Pesona Jagat</li> <li>23. Sen Yang Enterprise Co., Ltd</li> </ol>
<b>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.</b>	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No

# OTHER INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

Name of Director	<b>MS ANGELA HENG CHOR KIANG</b>
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No

## OTHER INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

Name of Director	<b>MS ANGELA HENG CHOR KIANG</b>
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
<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>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

# STATISTICS OF SHAREHOLDINGS

As at 19 April 2021

Class of share : Ordinary share  
Votings rights : One vote per ordinary share

## Distribution of Shareholders by Size of Shareholdings as at 19 April 2021

Size of Shareholdings	Shareholders	%	No. of Shares	%
1 - 99	10	0.21	99	–
100 - 1,000	1,216	25.52	1,203,252	0.27
1,001 - 10,000	2,179	45.72	10,103,713	2.30
10,001 - 1,000,000	1,328	27.86	98,482,139	22.41
1,000,001 AND ABOVE	33	0.69	329,635,400	75.02
<b>TOTAL</b>	<b>4,766</b>	<b>100.00</b>	<b>439,424,603</b>	<b>100.00</b>

As at 19 April 2021, approximately 47.57% of the shareholdings is held by the public and thus Rule 723 of the SGX-ST Listing Manual is complied with.

## Twenty Largest Shareholders

	Shareholder's Name	No. of Shares	%
1	YEN WEN HWA	139,959,164	31.85
2	YEN & SON HOLDINGS PTE LTD	58,817,940	13.39
3	LU LE NHI	29,092,577	6.62
4	CHIA KEE KOON	21,098,300	4.80
5	DBS NOMINEES PTE LTD	10,557,629	2.40
6	CITIBANK NOMINEES SINGAPORE PTE LTD	7,480,300	1.70
7	WUTHELM HOLDINGS LTD	7,000,000	1.59
8	CHUA KUAN LIM CHARLES	6,153,500	1.40
9	MAYBANK KIM ENG SECURITIES PTE. LTD	4,895,300	1.11
10	NG KEE SENG	3,158,000	0.72
11	GOH LEH HONG	3,109,400	0.71
12	YEO KHEE CHYE	3,074,000	0.70
13	KUAN BON HENG	2,619,200	0.60
14	WEE HIAN KOK	2,614,100	0.59
15	UNITED OVERSEAS BANK NOMINEES PTE LTD	2,438,400	0.55
16	FUNG KOON YAU	2,321,280	0.53
17	LEE WOON KIAT	2,303,936	0.52
18	PHILLIP SECURITIES PTE LTD	2,194,700	0.50
19	OCBC SECURITIES PRIVATE LTD	2,037,400	0.46
20	CHUA ZI EN ALEXANDRA JANE (CAI ZI'EN)	1,997,200	0.45
	<b>TOTAL</b>	<b>312,922,326</b>	<b>71.19</b>

# STATISTICS OF SHAREHOLDINGS

As at 19 April 2021

## Substantial Shareholders as at 19 April 2021 (as shown in the Register of Substantial Shareholders)

	Name	Direct Interest	Deemed Interest
1	Yen Wen Hwa	139,959,164	87,910,517 <sup>(a)</sup>
2	Lu Le Nhi	29,092,577	198,777,104 <sup>(b)</sup>
3	Yen & Son Holdings Pte Ltd	58,817,940	–

### Note

(a)	Inclusive of interests of :		
	Lu Le Nhi		29,092,577
	Yen & Son Holdings Pte Ltd		58,817,940
		Total:	<u>87,910,517</u>
(b)	Inclusive of interests of :		
	Yen Wen Hwa		139,959,164
	Yen & Son Holdings Pte Ltd		58,817,940
		Total:	<u>198,777,104</u>

# NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 25<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company will be held by way of electronic means on 28 May 2021 at 10.00 a.m. (Singapore Time) to transact the following business:

## **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Auditors thereon. **(Resolution 1)**
2. To declare a final tax exempt (1-tier) dividend of 0.9 Singapore cents per ordinary share for the financial year ended 31 December 2020. **(Resolution 2)**
3. To approve the Directors’ fees of S\$370,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears. **(Resolution 3)**
4. To re-elect Ms Angela Heng Chor Kiang who is retiring by rotation pursuant to Regulation 109 of the Company’s Constitution. **(Resolution 4)**
5. To note the retirement of Ms Victoria Tay Seok Kian who is retiring by rotation pursuant to Regulation 109 of the Company’s Constitution and has decided not to seek re-election.
6. To re-appoint Ernst & Young LLP as Auditors and authorize the Directors to fix their remuneration. **(Resolution 5)**

## **AS SPECIAL BUSINESS**

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

7. **Authority to issue shares and convertible securities** **(Resolution 6)**
  - “(A) That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), approval be and is hereby given to the Directors of the Company to:
    - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
    - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or
    - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues,at any time to such persons and upon such terms and for such purposes as the Directors of the Company may in their absolute discretion deem fit; and
  - (B) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while the authority was in force,

# NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

provided always that

- (a) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time this resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities;
  - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and unless revoked or varied by the Company in 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." (See *Explanatory Note 1*)

## 8. Proposed adoption of Share Buy-Back Mandate

(Resolution 7)

"That:

- (1) for the purposes of and in accordance with Sections 76C and 76E of the Companies Act (Cap 50) of Singapore ("Companies Act"), the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") and such other laws and regulations as may for the time being be applicable, the exercise by the directors of the Company ("Directors") of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (a) market purchases transacted on the SGX-ST through the SGX-ST's trading system through one or more duly licensed stockbrokers appointed by the Company for the purpose (each a "Market Purchase"); and/or
  - (b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the listing rules of the SGX-ST (each an "Off-Market Purchase"),

on the terms set out in the circular to shareholders of the Company dated 12 May 2021, be and is hereby authorised and approved generally and unconditionally ("Share Buy-Back Mandate");

# NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:

- (a) the date on which the next annual general meeting of the Company is held or required by law to be held, and
- (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent authorised;

- (3) in this resolution:

“Average Closing Price” means the average of the closing market prices of a Share over the last five Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or the date of the making of the offer (as defined below) pursuant to the Off-Market Purchase, as the case may be, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action that occurs after the relevant five-day period;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for securities trading;

“Maximum Limit” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding any treasury shares and subsidiary holdings as at that date); and

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed, in the case of a Market Purchase, 105% of the Average Closing Price and, in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price; and

- (4) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or each of them may consider expedient or necessary to give effect to the transactions contemplated or authorised by this resolution.” (See *Explanatory Note 2*)

9. To transact any other business which may be properly transacted at an AGM.

## NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed from 7 June 2021 after 5.00 p.m. to 8 June 2021 (both dates inclusive) for the purpose of determining Members’ entitlements to the final dividend to be proposed at the 25<sup>th</sup> Annual General Meeting of the Company to be held on 28 May 2021.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 7 June 2021 by the Company’s Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898 will be registered to determine Members’ entitlements to such dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5.00 p.m. on 7 June 2021 will be entitled to such proposed dividend.

# NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

The proposed final dividend, if approved at the 25<sup>th</sup> Annual General Meeting, will be paid on 16 June 2021.

By Order of the Board

Lee Wei Hsiung  
Company Secretary  
12 May 2021

## Explanatory Notes:

1. Ordinary Resolution 6, if passed, will authorise and empower the Directors from the date of this Meeting until the conclusion of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, or when revoked or varied by the Company in general meeting, whichever is earlier, to allot and issue shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum as set out in the resolution.
2. Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase or otherwise acquire ordinary shares of the Company by way of Market Purchases or Off-market Purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the annual general meeting of the Company at which this Ordinary Resolution is passed. The rationale for, the authority and limitation on, the sources of the funds to be used for the purchase or acquisition and the financial effects of the purchase or acquisition of the ordinary shares by the Company pursuant to the Share Buyback Mandate are set out in greater detail in the circular to shareholders issued together with the Annual Report 2020.

## IMPORTANT NOTES:

1. The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **Printed copies of this Notice will not be sent to members.** Instead, this Notice will be sent to members by electronic means via publication on the Company's website at <http://newtoyo.com/stockrelease.htm>. This Notice will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 12 May 2021. This announcement may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
4. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 May 2021.
6. The Chairman of the Meeting, as proxy, need not be a member of the Company.

# NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

7. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
- (a) if submitted by post, be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services at [sg.is.NEWTYOYOpoxxy@sg.tricorglobal.com](mailto:sg.is.NEWTYOYOpoxxy@sg.tricorglobal.com).

in either case not less than 72 hours before the time appointed for holding the Annual General Meeting.

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.**

8. The Annual Report 2020, Notice of AGM, Proxy Form and Circular to Shareholders dated 12 May 2021 (in relation to the proposed adoption of Share Buy-Back Mandate) have been published on the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

## IMPORTANT REMINDER

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Annual General Meeting arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the Annual General Meeting.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

# NEW TOYO INTERNATIONAL HOLDINGS LTD

Registration No.: 199601387D

(Incorporated in the Republic of Singapore)

## ANNUAL GENERAL MEETING

### PROXY FORM

This proxy form has been made available on SGXNet and the Company's website at <http://newtoyo.com/stockrelease.htm>.

A printed copy of this proxy form will NOT be despatched to members.

#### IMPORTANT:

1. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment for that resolution will be treated as invalid.
2. This Proxy Form is not valid for use by Central Provident Fund ("CPF") / Supplementary Retirement Scheme ("SRS") investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/ SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on 17 May 2021 to submit their votes.
3. By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 12 May 2021.

I/We, (Name) \_\_\_\_\_

(NRIC/Passport/Co. Reg. No.) \_\_\_\_\_ of (Address) \_\_\_\_\_

being a member/members of NEW TOYO INTERNATIONAL HOLDINGS LTD (the "**Company**"), hereby appoint the **Chairman of the Meeting** as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be convened and held by way of electronic means on 28 May 2021 at 10.00 a.m. (Singapore time) and at any adjournment thereof in the following manner:

No.	Ordinary Resolutions	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Auditors thereon.			
2.	To approve a final dividend of 0.9 Singapore cents per ordinary share for the financial year ended 31 December 2020.			
3.	To approve the Directors' fees of S\$370,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears.			
4.	To re-elect Ms Angela Heng Chor Kiang who is retiring by rotation pursuant to Regulation 109 of the Company's Constitution.			
5.	To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
<b>SPECIAL BUSINESS</b>				
6.	To authorise Directors to issue shares and convertible securities.			
7.	To approve the adoption of Share Buy-Back Mandate.			

Note: Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of ordinary shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Total No. of Shares in	No. of Shares
CDP Register	
Register of Members	

Signature of member(s) or  
Common Seal of Corporate Member

**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, Chapter 289 of Singapore), 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 entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares 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. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** This proxy form may be accessed at the Company's website at <http://newtoyo.com/stockrelease.htm>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
3. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
4. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 May 2021.
5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services at [sg.is.NEWTOYOproxy@sg.tricorglobal.com](mailto:sg.is.NEWTOYOproxy@sg.tricorglobal.com),

in either case not less than 72 hours before the time appointed for holding the Annual General Meeting.

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.**

8. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

