3Cnergy

ANNUAL REPORT

2021

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This Annual Report has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this Annual Report, including the correctness of any of the statements or opinions made or reports contained in this Annual Report.

The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.

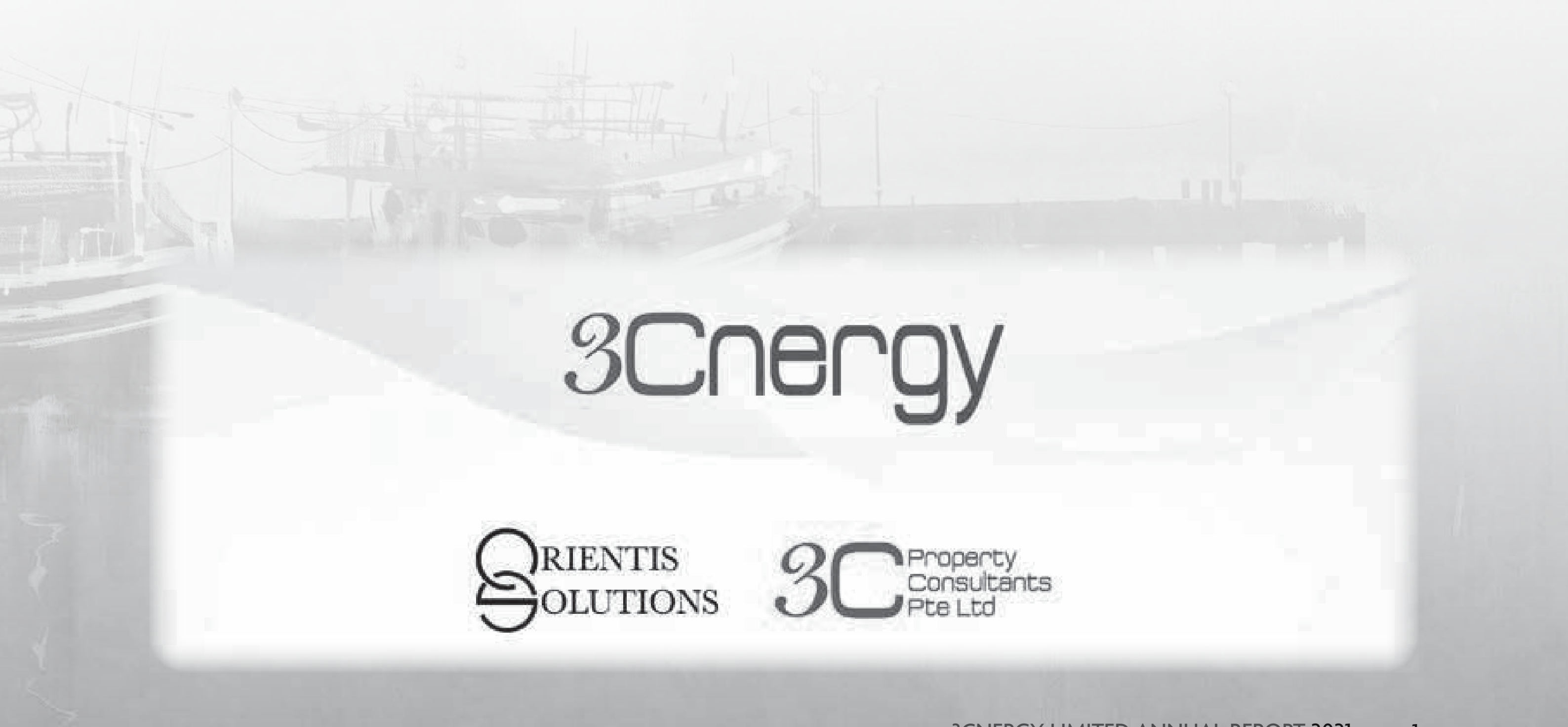
CORPORATE **PROFILE**

3Cnergy Limited (the "Company") is a Singapore-based investment holding company listed on the Catalist Board of the SGX-ST.

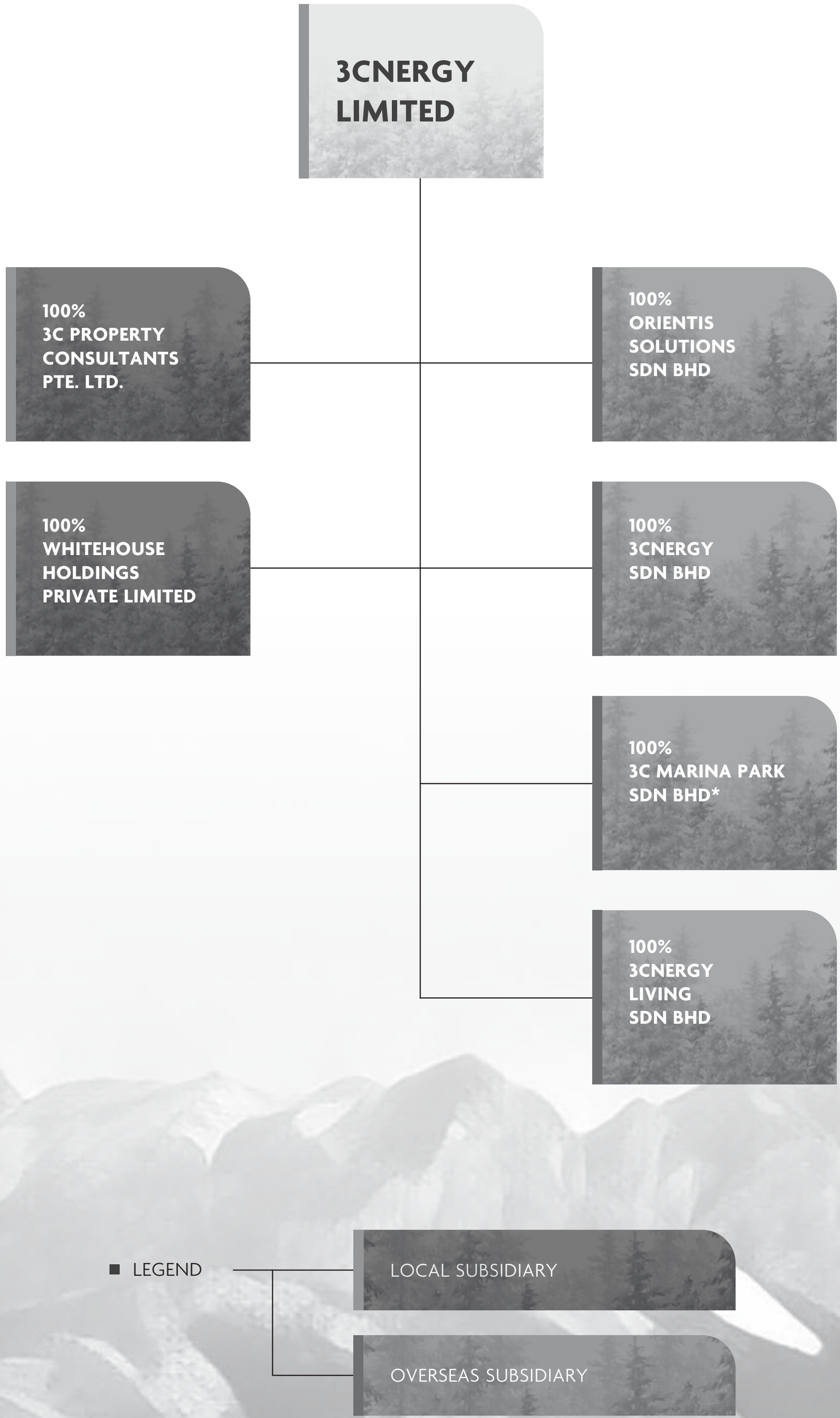
3C Marina Park Sdn. Bhd. ("3C Marina") is a subsidiary of the Company. 3C Marina owns the legal and beneficial title to several parcels of undeveloped lands in Puteri Harbour, Johor Bahru, Malaysia. On 23 February 2022, the Company announced, amongst others, the proposed disposal of 100% of the issued and paid up capital of 3C Marina as a major transaction and an interested person transaction ("Proposed Disposal"). At the extraordinary general meeting held on 22 March 2022, Shareholders approved, inter alia, the Proposed Disposal. Upon completion of the Proposed Disposal, 3C Marina will cease to be a subsidiary of the Company.

Orientis Solutions Sdn Bhd ("Orientis"), is a subsidiary of the Company. Orientis is an integrated property development management firm offering architectural design, project financial feasibility assessment, engineering expertise and construction management services.

3C Property Consultants Pte. Ltd. ("3CPC"), is a subsidiary of the Company. Complementing the Company's range of services, 3CPC provides real estate valuation and appraisal services on properties ranging from Housing & Development Board flats, private residential, commercial and industrial properties in Singapore. 3CPC's team of licensed valuers has extensive valuation experience, and some have been in the real estate valuation industry for more than 35 years. 3CPC's clients include government agencies, financial institutions, corporations and private individuals. The valuation services offered include Mortgage and Financing, Sale and Purchase, Rental Valuation, Land Valuation, Development Appraisal, En-bloc Sale, Fire Insurance, Property Tax, Compulsory Acquisition and Stamp Duty Valuation.



CORPORATE **STRUCTURE**



* At the extraordinary general meeting held on 22 March 2022, Shareholders approved, inter alia, the Proposed Disposal. Upon completion of the Proposed Disposal, 3C Marina Park Sdn Bhd will cease to be a subsidiary of the Company.

CHAIRMAN'S AND CEO'S **STATEMENT**

Dear fellow shareholders,

Mobility restrictions and border closures for the past few years due to the Covid-19 pandemic have adversely affected the Malaysian economy and the nation's property demand.

Supply overhang and affordability remain the key challenges in the property sector. Prices are depressed and overall sentiment remains soft in the state of Johor.

We do not see the prospects of developing the Group's Puteri Harbour land ("Properties") held by our subsidiary, 3C Marina Park Sdn Bhd ("3CMP"), within the near term. The Properties were acquired with loans from Public Bank Berhad.

In order to reduce the debt of the Group, on 23 February 2022, the Company announced that it has entered into a conditional sale and purchase agreement dated 23 February 2022 with the substantial shareholders via Puteri Harbour Pte Ltd ("Purchaser") pursuant to which the Company has agreed to sell to the Purchaser the entire issued ordinary shares of 3CMP for an aggregate consideration of S$36.0 million ("Proposed Disposal").

The Company also announced that, subject to the completion of the sale of 3CMP, a capital reduction exercise is proposed to be carried out by the Company pursuant to Section 78A read with Section 78C of the Companies Act 1967 of Singapore, ("Proposed Capital Reduction") involving:

(i) a write-off of the accumulated losses of the Company based on the latest audited financial statements of the Company for the financial year ended 31 December 2020 to the extent of S$138,857,331; and

(ii) a cash distribution by the Company to the shareholders of the Company for each ordinary share in the capital of the Company held by a Shareholder as at a books closure date to be determined by the Directors amounting to an aggregate distribution of approximately S$35.7 million.

On 22 March 2022, shareholders approved the Proposed Disposal and the Proposed Capital Reduction in an extraordinary general meeting convened by the Company. The Proposed Disposal and Proposed Capital Reduction are expected to be completed by May 2022.

To ensure we remain a going concern and with sufficient cash to finance ongoing costs and commitments, the substantial shareholders had extended to the Group interest free, unsecured loan since 2020. As at 31 December 2021, this amounted to $4.2m.

Operationally, the Group's loss, net of tax, of $8.6 million were mainly due to bank interest, impairment of land, quit rent and assessment of the land.

Upon completion of the Proposed Disposal and Proposed Capital Reduction, the Group will not have to carry the Properties and the outstanding bank loans due to Public Bank Berhad.

The Group's immediate plan will be to continue to focus on its current businesses of integrated property development management and real estate valuation and appraisal services after the completion of the Proposed Disposal and Proposed Capital Reduction. However, with the improved financial position, we hope to provide the Group with a fresh start, and will continually evaluate and explore any potential opportunities that may cross our path.

We would like to thank Mr Tong for his leadership to the Group following his resignation as the Chairman and we welcome Ms Au Foong Yee on board.

Thank you.

Ong Pai Koo @ Sylvester
Chairman

Chung Chee Khuen
CEO

BOARD OF DIRECTORS

ONG PAI KOO @ SYLVESTER
INDEPENDENT NON-EXECUTIVE CHAIRMAN

Mr Ong is an independent non-executive director of 3Cnergy Limited ("3CL") and was appointed to the Board on 15 September 2015. Mr Ong was re-designated from Independent Non-Executive Director to Independent Non-Executive Chairman with effect from 11 February 2022. He also serves as the Chairman of the Nominating Committee and the Remuneration Committee and is a member of the Audit Committee.

Mr Ong has over 34 years of finance experience in various industries in both Malaysia and Singapore. He is currently the Senior General Manager of an earthworks, infrastructure and other related construction works company in Malaysia.

Mr Ong holds a Double Major Bachelor Degree in Economics and Business Administration and a MBA from Simon Fraser University, Canada.

AU FOONG YEE
NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms Au was the founding Managing Director and Editor-in-Chief of The Edge Property Sdn Bhd, which owns the EdgeProp.my (previously known as TheEdgeProperty.com) weekly publication and www.EdgeProp.my. Retired from the role of Managing Director and Editor-in-Chief of The Edge Property Sdn Bhd in December 2021, she has been appointed as Editor Emeritus of The Edge Communications Sdn Bhd.

During 2011 to 2016, Ms Au went on to be an Executive Editor and Chief Marketing Officer before being promoted to Managing Director of The Edge Communications Sdn Bhd. In July 2016, Ms Au relinquished the role of Managing Director of The Edge Communications Sdn Bhd to helm and drive The Edge Property Sdn Bhd.

In January 2022, Ms Au was also been appointed a member of the Malaysian Ministry of Housing and Local Government's Panel of Experts (POE).

She sits on the Board of LGM Properties Corporation (LGMPC), a corporation of the Malaysian Rubber Board. She is also an Independent Non-Executive Director of Inta Bina Group Berhad, a company listed on Bursa Malaysia.

LOH CHEN PENG
LEAD INDEPENDENT DIRECTOR

Mr Loh is the Lead Independent Director of the Company and was appointed as independent director of the Company on 8 August 2017. He also serves as the Chairman of the Audit Committee and is a member of the Remuneration Committee and Nominating Committee.

Mr Loh started his career in 1975 when he joined SGV-Kassim Chan & Co and articled to complete the professional examinations of the Malaysian Institute of Certified Public Accountants ("MICPA"). He completed his professional examinations in 1980 and was admitted as a member of the MICPA in 1981.

Mr Loh left SGV-Kassim Chan & Co in 1980 and joined Arab-Malaysian Merchant Bank Berhad (now known as AmInvestment Bank Berhad), a merchant banking group during which he held several senior management positions in the areas of corporate advisory and corporate banking. Mr Loh left the bank in September 1993 and thereafter served as the Chief Operating Officer in the stockbroking firm of Inter-Pacific Securities Sdn Bhd for 4 months. In April 1994, he was involved in establishing Phileo Allied Bank Berhad, a commercial bank and served as an Executive Director until 2001. He moved on to be a Director of Tropicana Corporation Berhad until his resignation in February 2013. He had also served on the boards of AmBank (M) Berhad, AmInvestment Bank Berhad and AmIslamic Bank Berhad and resigned from the boards of these banks in July 2014. He was also a Director of Berjaya Media Berhad and Bermaz Auto Berhad until his retirement in September 2017 and October 2020 respectively. He was re-appointed as an Independent Non-Executive Director of Tropicana Corporation Berhad on 1 August 2018 and resigned on 5 December 2020.

Mr Loh is now involved in some private ventures and is an Independent Non-Executive Director of Avarga Limited, a company listed on the Singapore Exchange.

KEY MANAGEMENT **PROFILE**

CHUNG CHEE KHUEN

GROUP CHIEF EXECUTIVE OFFICER ("CEO")

Mr Chung is the Group CEO of the Company. He is a Malaysian with over 25 years of corporate and finance experience in various industries encompassing financial services, property development, postal and courier services, media and real estate industries.

He joined the Group as the Group Financial Controller on 15 May 2015 and was appointed as Group Managing Director and CEO on 30 June 2018. Mr Chung relinquished his role as Group Managing Director on 6 September 2019 but continues to serve as CEO until today.

His property development experience started in 2007 when he joined Sunrise Berhad (now a subsidiary of UEM Sunrise Berhad) as its Head of Internal Audit. In mid-2009, he moved into operations and was appointed as the Head of Solaris Dutamas Assets Management where he led and managed the entire operations of Solaris Dutamas until he left the group in 2012. He was concurrently a director of the group's property management subsidiary, SCM Properties Sdn. Bhd.

He is a Fellow Chartered Certified Accountant registered with the Association of Chartered Certified Accountants in the United Kingdom, and a Chartered Accountant, CA (Malaysia), registered with the Malaysian Institute of Accountants.

LEOW SOON HOE

GROUP FINANCIAL CONTROLLER

Mr Leow joined the Group as Finance Manager on 2 May 2017 and was appointed as Group Financial Controller on 30 June 2018. He is responsible for the accounting, finance and reporting functions of the Group.

Prior to joining the Group, he was an auditor with RSM Chio Lim LLP and BDO Malaysia where he covered a wide range of private and public-listed companies in the retail, manufacturing, logistics, property development and construction industries.

He holds a Bachelor of Accountancy from Universiti Utara Malaysia, and is a member of the Association of Chartered Certified Accountants (ACCA).

FINANCIAL AND OPERATIONS REVIEW

As announced on 23 February 2022 on the update on the use of proceeds of the rights issue of Shares completed in May 2018 ("Rights Issue") in the full year results announcement, a total amount of S$31.12 million has been utilised. S$0.26 million and S$22.78 million have been used for expenses incurred in relation to the Rights Issue and partial repayment of term loans respectively, while S$8.08 million have been used for general working capital purposes. The use of proceeds from the Rights Issue as disclosed above is in accordance with the change of use and re-allocation of the proceeds from the Rights Issue as stated in the announcement dated 20 January 2020 as well as intended uses as disclosed in the Offer Information Statement. The Board will continue to provide periodic announcements on the utilisation of the balance of the proceeds from the Rights Issue as and when the proceeds are materially disbursed.

The Group's loss, net of tax had increased from S$7.04 million in financial year ended 31 December 2020 ("FY20") to S$8.65 million in financial year ended 31 December 2021 ("FY21") mainly due to increase in loss from discontinued operation of S$1.81 million, which was partially offset by the decrease in general and administrative expenses of S$213,000.

In view of the progress of the proposed disposal of 3CMP, all income and expenses relating to 3CMP have been reclassified to Loss from discontinued operation in FY21.

CONTINUING OPERATIONS

REVENUE

The Group's revenue is mainly derived from project management services rendered by Orientis Solutions Sdn Bhd ("OSSB") and it has decreased by approximately S$27,000 or 15.5% from S$174,000 in FY20 to S$147,000 in FY21. The decrease was mainly due to lower revenue contributed from property valuation services as a result of lower valuation case volume in FY21 as compared to FY20.

Cost of services rendered

Cost of services rendered has decreased by approximately S$17,000 or 15.5% from S$110,000 in FY20 to S$93,000 in FY21. The decrease was mainly due to reduction in valuation costs, as well as staff costs arising from change in staff costs allocation in line with time spent.

GROSS PROFIT

The Group's gross profit has decreased slightly from S$64,000 in FY20 to S$54,000 in FY21 due to lower revenue contributed from property valuation services.

GENERAL AND ADMINISTRATIVE EXPENSES ("G&A EXPENSES")

The G&A Expenses decreased by approximately $213,000 or 26.9% from S$792,000 in FY20 to S$579,000 in FY21 mainly due to decrease in (i) professional fees by approximately S$89,000, (ii) staff costs as result of reduction in headcount (by approximately S$70,000), (iii) rental of premises related expenses which was absent in FY21 (by approximately S$23,000), and (iv) subscription fees related to listing fee of warrants which expired in FY20 (by approximately S$9,000).

STATEMENT OF FINANCIAL POSITION

Following the enter into a conditional sale and purchase agreement to dispose 3CMP, the Group has reclassified 3CMP as a disposal group held for sale in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations.* Accordingly, all assets and liabilities relating to 3CMP have been reclassified to Assets of disposal group classified as held-for-sale and Liabilities of disposal group classified as held-for-sale, respectively, as at 31 December 2021. This reclassification has resulted in reductions in the Group's Property, plant and equipment, Land held for property development, Other receivables and deposits, Cash and cash equivalents, Pledged fixed deposit, Trade payables, Other payables and accruals and Bank borrowings.

Other intangible assets relate to contractual rights on project management contracts acquired in business combination. Other intangible assets decreased by approximately S$68,000 from S$68,000 as at 31 December 2020 to S$Nil as at 31 December 2021 due to amortisation of assets over the financial periods.

Contract liabilities increased by S$92,000 from S$443,000 as at 31 December 2020 to S$535,000 as at 31 December 2021. The increase was mainly due to the increase in progress billings recognised during the financial year ended 31 December 2021 for OSSB.

The Group reported a positive working capital of S$29.55 million as at 31 December 2021 as compared to negative working capital of S$18.90 million as at 31 December 2020 due to all the non-current assets relating to 3CMP having been reclassified to Disposal group assets classified as held for sale under Current assets as at 31 December 2021.

STATEMENT OF CASH FLOWS

Net cash used in operating activities in FY21 was approximately S$2.76 million, mainly due to an operating cash outflow of approximately S$0.82 million before changes in working capital, interest paid of S$1.79 million, and a decrease in payables of S$0.27 million. This was partially offset by inflows from increase in contract liabilities of S$92,000 during the financial year.

There were no cash flow generated from nor used in investing activities in FY21.

Net cash generated from financing activities amounted to approximately S$2.00 million in FY21 mainly attributable to the inflows from the proceeds from shareholders loan of S$2.00 million during the financial year.

The Group recorded a net decrease in cash and cash equivalents of approximately S$0.76 million in FY21.

PROPERTIES HELD FOR **DEVELOPMENT**

AS AT 31 DECEMBER 2021

Description and location	Note	Intended Use	Site Area (Sq. Metres)	Gross Floor Area (Sq. Metres)	Tenure	Effective Group Interest (%)
Land site at Puteri Harbour, Johor, Malaysia	(1), (2)	Mixed Development	172,400	–	Freehold	100

Notes:

(1) The carrying value is included in land held for property development, which is in Note 17 of the financial statements.

(2) These developments have not commenced construction and have not launched yet.

SUSTAINABILITY REPORT

ABOUT THIS REPORT

Sustainability has become a critical success factor for companies to ensure long-term value creation. We are pleased to present the Group's annual Sustainability Report, for our financial year ended 31 December 2021. This report is set out on a "comply or explain" basis in accordance with Rule 711B and Practice Note 7F-Sustainability Report Guide of the Listing Manual Section B: Rules of Catalist of the SGX-ST.

BOARD STATEMENT

The key material environmental, social and governance ("**ESG**") factors for the Group have been identified and reviewed by the management of the Group and the board of directors of the Company (the "**Board**") oversees the management and monitoring of these factors. The Board considers sustainability issues when determining the Group's strategic direction and policies. Managing sustainability allows the Group to safeguard the well-being of our stakeholders and deliver long-term value to them.

REPORTING FRAMEWORK

We prepared our report with reference to the principles and requirements in the Sustainability Reporting Guide of the Singapore Exchange Securities Trading Limited (SGX-ST) for Listed Companies, as well as the Global Reporting Initiatives ("**GRI**") Core Reporting Options. This report covers the 2021 financial year from 1 January to 31 December ("**FY2021**").

We have not sought external assurance for FY2021.

REPORTING SCOPE

The Group has not commenced the development of the land site at Puteri Harbour, Johor Malaysia ("**Land**") since the deferment and there are no major business activities undertaken in FY2021. This report will particularly focus on the economic and operation, governance and social issues that affect our group of companies in general aspects. The report also covers the performance of our Group in FY2021.

FEEDBACK

We are committed to listening to our stakeholders and we look forward to your feedback. Please send your feedback to enquiries@3cnergy.com.sg.

GOVERNANCE STRUCTURE

Sustainability is embedded in our organisation's culture and is led from the top. The Group's governance structure supports and drives the sustainable development journey. We are guided by our code of conduct and ethics established to promote healthy corporate culture, ethical business practices and sustainability. Comprehensive Policies and Systems are also in place to manage sustainable practices across our various business activities.

Sustainability Governance is led by the Board and supported by all levels of the Group.

Board	• **Oversees the sustainability direction, strategies, policies**
Management	• **Advises and supports the Board on sustainability matters, strategies, policies** • **Overall management and monitoring of sustainability performance and targets**
Staff	• **Implement sustainability initiatives and provide feedback on improvements**

STAKEHOLDER ENGAGEMENT

The Group's stakeholders include, but are not limited to, customers, shareholders, employees, suppliers and local government. We prioritise our stakeholders for engagement based on the significance of their influence on our business and our dependency on them. We engage with our key stakeholders on a regular basis to ensure two-way communication and this is summarised in the table below:

Stakeholder	Topics of Concern	Frequency of engagement	Mode of engagement
Customers	• Product quality • Code of conduct	Ongoing	• Meetings • Email/phone call communication
Shareholders	• Economic performance	Half yearly/Annually	• Annual reports • Annual general meetings • SGX announcements
Employees	• Staff rights and welfare • Personal development • Good working environment	Ad hoc/Annually	• Employee handbook • Regular email communication • Staff appraisal
Suppliers	• Compliance with terms and conditions of purchasing policies and procedures • Maintenance of ethical standards	Ongoing	• Meetings • Email/phone call communication
Government and Regulators	• Compliance with rules and regulations	Ad hoc	• Government Publications/ written communication

MATERIALITY ASSESSMENT

In order to determine what ESG factors are most relevant to us, we conducted a materiality assessment involving key internal stakeholders. After assessing ESG related business risks and opportunities and ESG related issues, we have identified ESG factors that we believe to be most material to us this year and they are illustrated in the materiality matrix below.

ECONOMIC PERFORMANCE

Economic performance is very important to a company's stakeholders particularly its investors or owners, because this performance eventually provides them with a return on their investment. Other stakeholders, such as the firm's employees and the society at large, are also deemed to benefit from such performance, albeit less directly.

The Group acquired 3C Marina Park Sdn Bhd ("3CMP") in August 2016, with the intention to develop the Land, the main assets held by 3CMP, into a mixed use development consisting of SOHOs, serviced apartments, condominium, office lots, office tower, hotel, street front retail and activity retail, a mixed development with predominantly residential components and complemented with retail and commercial components.

The Board is of the view that the adverse market conditions will persist, and it will not be commercially viable for the Group to proceed with the development of the Land in the foreseeable future. Nonetheless, the bank borrowings ("Loan") remain outstanding. The Company has entered into a conditional sale and purchase agreement dated 23 February 2022 with Puteri Harbour Pte Ltd ("Purchaser") pursuant to which the Company has agreed to dispose shares representing 100% of the issued share capital of 3CMP to the Purchaser ("Proposed Disposal").

Subject to the completion of the Proposed Disposal, a capital reduction exercise ("Proposed Capital Reduction") is proposed to be carried out by the Company to write-off of the accumulated losses to the extent of S$138,857,331 and a cash distribution ("Proposed Cash Distribution") by the Company to the shareholders for each Share held by a shareholder amounting to an aggregate distribution of approximately S$35.7 million.

Performance in FY2021: The Group has recorded net loss after tax of S$8.65 million and a net decrease in cash and cash equivalents of S$0.76 million. Cash and cash equivalents are mainly used in payment of interest expense of S$1.79 million. Upon completion of the Proposed Disposal, 3CMP will cease to be a subsidiary of the Company. As such, the target to meet loan obligations previously set for FY2021 has been met. However, the target to continue to pursue and explore new business opportunities as and when they arise previously set for FY2021 will be continued in financial year ended 31 December 2022.

Target: The Group will continue to focus on its current businesses of integrated property development management and real estate valuation and appraisal services. At the same time, the Group will continue to pursue and explore new business opportunities as and when they arise.

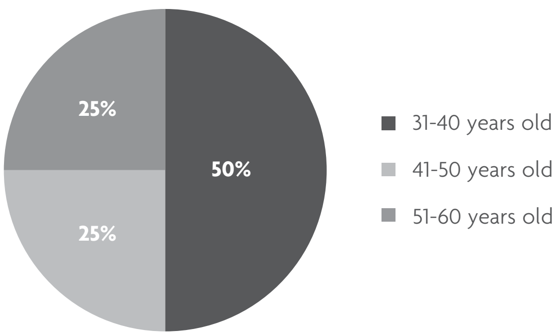
For detailed information, please refer to the financial statements section of this Annual Report.

EMPLOYMENT

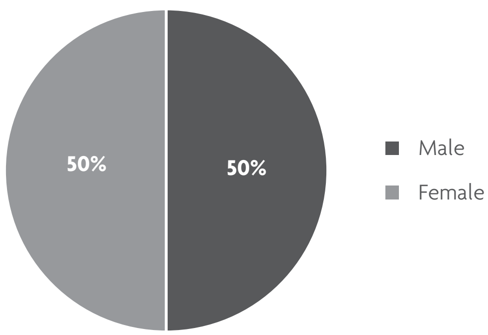
The Group is also committed to carry out its social responsibility at the workplace for employees, and recognise that it is important to provide a safe and conducive working environment for employees. In addition, employees are employed under fair and equitable terms. Furthermore, employees are also given equal opportunities with regard to their career advancement.

Employee information of the Group as at 31 December 2021 is as follows:

AGE GROUP



GENDER



We treat all employees fairly, with respect and dignity, regardless of nationality, gender, age, race or religion. The hiring procedures are fair and non-discriminative. Staff are hired on the basis of merit, skills, experience or competency to perform the job.

The Group ensures compliance with labour and employment laws, including working hours and believes in good work-life balance for our employees.

• Code of Work Ethics
All employees are expected to uphold and ensure that they do not engage in any interest that conflicts with any of the Company's businesses and ethics. The code of work ethics is published in our Company's Employee Handbook.

Performance in FY2021: There were no occurrence of occupational injuries and zero incident of non-compliance with applicable labour and employment laws. As such, the target previously set for FY2021 has been met.

Target: To continue to cultivate a transparent and inclusive environment to attract and retain talent while ensuring a top-down approach to promote fair and ethical business dealings. The Group is also committed to compliance with labour and employment laws and safeguarding our employees' health and safety against any potential workplace hazards.

GOOD GOVERNANCE AND REGULATORY

The Group strives to comply with the best practices of good governance, guided by the Singapore's Code of Corporate Governance 2018 (the "Code"), throughout its operations to safeguard the interests of all stakeholders. The Group recognises that good corporate governance processes are essential for enhancing corporate sustainability. Please refer to Report on Corporate Governance of this Annual Report for our corporate governance practices.

Performance in FY2021: There were zero incident of non-compliance with regulatory requirements. As such, the target previously set for FY2021 has been met.

Target: To continue to ensure no incidence of non-compliance with the relevant laws and regulations corruption, bribery, extortion, fraud and money laundering resulting in internal disciplinary action or public allegations.

REPORT ON **CORPORATE GOVERNANCE**

The Board of Directors of 3Cnergy Limited (the "**Company**" and together with its subsidiaries, the "**Group**") (the "**Board**") is committed to maintaining high standards of corporate governance and has adopted the principles set out in the Code of Corporate Governance 2018 (the "**Code**") to promote transparency and to protect the interests of the Company's shareholders.

The Company has established various self-regulating and monitoring mechanisms to ensure that effective corporate governance is practised as a fundamental part of discharging its responsibilities to protect and enhance shareholder value and financial performance of the Group.

This report describes the Company's corporate governance processes and structures that are in place during the financial year ended 31 December 2021 ("**FY2021**"), with specific reference made to the principles and provisions of the Code. Where there are deviations from the Code, appropriate explanations are provided.

A. BOARD MATTERS

THE BOARD'S CONDUCT OF AFFAIRS

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

Apart from its statutory responsibilities under the Companies Act 1967 of Singapore (the "**Companies Act**"), and requirements pursuant to the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), the Board sets the overall strategic directions of the Group and approves all major investments.

The main duties of the Board include:

- reviewing corporate strategies and business plans;
- ensuring Company's compliance with laws, regulations, policies, directions, guidelines and internal code of conduct;
- approving quarterly, half-year and full-year results announcements, where applicable;
- approving annual report, financial results and accounts;
- approving annual budget, material acquisitions and disposal of assets;
- approving interested person transactions;
- ensuring the adequacy of internal controls, risk management and periodic reviews of the Group's financial performance and compliance;
- ensuring accurate, adequate and timely reporting to and communication with shareholders; and
- all matters of strategic importance.

Matters which are specifically reserved to the full Board for approval include, *inter-alia*, those involving a conflict of interest, material acquisitions and disposal of assets, corporate or financial restructuring, share issuance, dividends, financial results and corporate strategies.

To facilitate effective management, certain functions have been delegated by the Board to various committees, namely the Audit Committee ("**AC**"), Nominating Committee ("**NC**") and Remuneration Committee ("**RC**") (collectively, the "**Board Committees**"). These Board Committees function within clearly defined terms of reference, which are reviewed on a regular basis. The Chairman of the respective Board Committees will report to the Board on the outcome of the Board Committee meetings.

Board members are provided with regular updates on changes to relevant laws, regulations and accounting standards, particularly on new laws and regulations, from time to time in the discharge of their duties as directors.

Management would conduct briefing and orientation programme(s) to newly appointed director to ensure that the director is familiar with the Group's business, operations and processes, as well as his duties as a director. The Company also encourages directors to attend seminars, trainings such as legal and as well as property related developments which affect the Group. Upon appointment of each director, the Company will also provide a formal letter to each director which sets out their duties and obligations.

Ms Au Foong Yee joined the Board on 4 February 2022. Ms Au was briefed on the roles and obligations of a SGX listed company as well as the Group's businesses, operations, and processes. Ms Au will also be attending trainings on the roles and responsibilities of a director of SGX listed company as prescribed by the SGX within one year from her appointment date.

During AC meetings, the Company's internal auditors, Crowe Governance Sdn Bhd briefs and updates the AC members on the developments in the Governance Standards, if any. The external auditors also update the AC on the changes in accounting standards and relevant laws.

During Board meetings, the Chairman and the Group Chief Executive Officer ("**CEO**") provide updates to the other directors on the development of the real estate and property development industries in Singapore and Malaysia, including regulatory changes and the foreseeable impact on the Group.

During FY2021, the development/training programme for directors included the following:

- Corporate Governance related programmes.
- The Board was updated on changes to the Code of Corporate Governance and related regulations.

The Company will arrange for all directors to undergo training on sustainability.

The Board meets regularly at least two times in each financial year. Ad-hoc Board meetings are called as and when deemed necessary by the Board to address any specific or significant matters that may arise. The Company's Constitution provides for directors to convene meetings other than physical meetings, by teleconferencing, videoconferencing or other electronic means of communication.

Attendance at the Board, Board Committees and general meetings during FY2021 is disclosed as follows:

Name of Directors	Board		Audit Committee		Remuneration Committee		Nominating Committee		Annual General Meeting
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	
Tong Kooi Ong(1)	3	3	3	3	1	1	1	1	✓
Loh Chen Peng	3	3	3	3	1	1	1	1	✓
Ong Pai Koo @ Sylvester	3	3	3	3	1	1	1	1	✓
Au Foong Yee(2)	–	–	–	–	–	–	–	–	–

(1) Mr Tong Kooi Ong resigned as Director on 11 February 2022.

(2) Ms Au Foong Yee was appointed as Director and a member of AC, RC, and NC on 4 February 2022.

Access to Information

Each member of the Board has access to complete, adequate and timely information regarding the Group as may be required for the discharge of his duties and responsibilities.

As a general rule, notices are sent to the directors one week in advance of Board meetings, followed by the Board papers which include financial results, budgets and all related information, in order for the directors to be adequately prepared for the meetings. Senior management personnel may be invited to attend board meetings to address queries from the directors. The directors also have unrestricted and independent access to the Company's senior management.

The directors have separate and independent access to the company secretary(ies). The company secretary(ies) is available whenever required, to respond to queries of any director and to ensure that Board procedures are followed and applicable rules and regulations are complied with. The company secretary(ies) or their representative has attended all board meetings conducted during the year. The appointment and removal of the company secretary(ies) is a matter for the Board's consideration as a whole.

The Board (whether as individual members or as a group) has direct access to independent professional advisers, where so requested by them, at the expense of the Company.

BOARD COMPOSITION AND GUIDANCE

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

The Company endeavours to maintain a strong and independent element on the Board. As at the date of this report, two (2) out of the three (3) Board members are independent directors, making up two-third of the Board, thereby has met the requirement that independent directors must comprise at least one-third of the Board. The Board comprises the following members:

Name of Directors	Board of Directors	Audit Committee	Nominating Committee	Remuneration Committee
Tong Kooi Ong(1)	Non-Independent Non-Executive Chairman	Member	Member	Member
Ong Pai Koo @ Sylvester(2)	Independent Non-Executive Chairman	Member	Chairman	Chairman
Loh Chen Peng	Lead Independent Director	Chairman	Member	Member
Au Foong Yee(3)	Non-Independent Non-Executive Director	Member	Member	Member

(1) Mr Tong Kooi Ong resigned as Director on 11 February 2022.

(2) Mr Ong Pai Koo @ Sylvester was re-designated from Independent Non-Executive Director to Independent Non-Executive Chairman with effect from 11 February 2022.

(3) Ms Au Foong Yee was appointed as Director on 4 February 2022.

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

The independence of each independent director is assessed at least annually by the NC based on the guidelines on independence specified in the Code and the circumstances set out in Rule 406(3)(d) of the Catalist Rules. In accordance with Rule 406(3)(d)(iii) of the Catalist Rules which came into effect on 1 January 2022, a director who has been a director for an aggregate period of more than 9 years (whether before or after listing), approval for his/her continued appointment as an independent director must be sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders excluding directors, chief executive officer, and their associates.

The independent directors of the Board have confirmed that they do not have any relationship with the Company or its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the directors' independent business judgement with a view to the best interests of the Company. As at the date of this Report, none of the independent directors have served beyond nine years from the date of their first appointment:

Independent Director	Date of First Appointment	No. of years since Appointment
Loh Chen Peng	8 August 2017	4 years and 8 months
Ong Pai Koo @ Sylvester	15 September 2015	6 years and 7 months

The NC reviews the independence of the directors, Board structure, size and composition annually.

The NC has reviewed and determined that the said independent directors are independent; and further, that no individual or small group of individuals dominate the Board's decision-making process.

The Board's Diversity Policy provides that, in reviewing Board composition, the NC will consider the benefits of all aspects of diversity, including diversity of skills, experience, background, gender, age, ethnicity and other relevant factors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made based on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The NC is of the view that the current Board size and composition are adequate and appropriate to facilitate effective decision making, after taking into consideration the nature and scope of the Group's operations. The NC is also of the view that the current Board and Board Committees comprise persons whose diverse skills and experience provide for an effective Board; and who as a group, collectively possesses core competencies necessary for the effective functioning of the Board and an informed decision-making process. The Board believes that board diversity embraces various factors such as gender diversity, a need for individuals from all backgrounds, skill-sets, life experiences, abilities and beliefs for a better Board performance.

Non-executive directors and independent directors provide, amongst other things, strategic guidance to the Company based on their professional knowledge, in particular, assisting, constructively challenging and developing strategic proposals. Non-executive directors and independent directors also help to review the performance of Management in meeting agreed goals and objectives and to exercise oversight over performance reporting and disclosure. To this end and where appropriate, they are encouraged to arrange for meetings without Management being present, on a regular basis and at times deemed necessary.

They meet the internal and external auditors without the presence of management at least once a year during the AC meetings.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

The Code stipulates that the roles of Chairman and CEO should, in principle, be separate to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.

Mr Ong Pai Koo @ Sylvester is the independent non-executive chairman of the Board and Mr Chung Chee Khuen is the CEO and their roles are separate. The Board is of the view that the process of decision making by the Board is independent with the establishment of the various Board Committees which are chaired by independent directors. Also, with two-third of the Board consisting of independent directors, there are adequate accountability and safeguards to ensure an appropriate balance of power and authority for good corporate governance.

The roles of the Chairman includes ensuring that Board meetings are held when necessary and setting the Board meeting agenda in consultation with the company secretary(ies) and ensuring that the Board is provided with adequate and timely information. As Chairman, Mr Ong Pai Koo @ Sylvester's roles include:

- Leading the Board to ensure its effectiveness on all aspects of its roles;
- Setting the agenda and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- Promoting a culture of openness and debate at the Board;
- Ensuring that the directors receive complete, adequate and timely information;
- Ensuring effective communication with shareholders;
- Encouraging constructive relations within the Board and between the Board and Management;
- Facilitating the effective contribution of non-executive directors in particular; and
- Promoting high standards of corporate governance.

The CEO's performance is reviewed annually by the NC whilst his remuneration package reviewed by the RC annually. The AC will also review appointment to the Board, when required.

Lead Independent Director

Mr Loh Chen Peng is the Lead Independent Director appointed to lead and co-ordinate the activities of the independent directors. The Lead Independent Director assists the Chairman and the Board to assure effective corporate governance in managing the affairs of the Board and the Company.

The Lead Independent Director is the principal liaison on Board issues between the independent directors and the Chairman.

He will also be available to shareholders who have concerns in the event that normal interactions with the Chairman, CEO or Group Financial Controller have failed to resolve their concerns or where such channels of communication are considered inappropriate.

BOARD MEMBERSHIP

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

The NC is established for the purposes of ensuring that there is a formal and transparent process for all Board appointments.The NC comprises three (3) members, two (2) are independent directors:

Mr Ong Pai Koo @ Sylvester	(Chairman)
Mr Loh Chen Peng	(Member)
Ms Au Foong Yee	(Member)

The principal roles and functions of the NC include the following:

(a) to make recommendations to the Board on all Board appointments and re-nomination, having regard to contribution and performance of the directors;

(b) to ensure that directors submit themselves for re-nomination and re-election at regular intervals and at least once in every 3 years;

(c) to determine annually whether a director is independent, guided by guidelines in the Code;

(d) to decide if a director is able and has adequately carried out his duties as a director where he has multiple listed company board representations; and

(e) to decide how the performance of the Board may be evaluated and propose objective performance criteria.

The NC is also involved in the review of board succession plans for directors, in particular the Chairman and CEO. The NC also makes recommendation to the Board for periodic training to be conducted for directors.

The NC ensures that there is a formal and transparent process for all appointments to the Board. It has adopted written terms of reference defining its membership, administration and duties.

Where a vacancy arises under any circumstances, or where it is considered that the Board would benefit from the services of a new director with particular skills, the NC, in consultation with the Board, determines the selection criteria and selects candidates with the appropriate expertise and experience for the position.

The search and nomination process for new directors, if any, will be through search companies, contacts and recommendations. The NC will review, assess and meet with the candidates before making recommendation to the Board. In recommending new directors to the Board, the NC takes into consideration the skills and experience required to support the Group's business activities or strategies, the current composition and size of the Board, and strives to ensure that the Board has an appropriate balance of independent directors as well as directors with the right profile of expertise, skills, attributes and ability. The NC makes recommendations to the Board on re-appointments of directors based on their contributions and performance, a review of the range of expertise, skills and attributes of current Board members, and the needs of the Board.

The Constitution of the Company requires one-third of the directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation and shall be eligible for re-election by the shareholders in every annual general meeting of the Company ("**AGM**"). Directors appointed by the Board during the financial year, shall only hold office until the next AGM, and thereafter be eligible for re-election at the AGM. In accordance with Rule 406(3)(d)(iii) of the Catalist Rules which came into effect on 1 January 2022, a director who has been a director for an aggregate period of more than 9 years (whether before or after listing), approval for his/her continued appointment as an independent director must be sought and approved in separate resolutions by (A) all shareholders and (B) shareholders excluding directors, chief executive officer, and their associates.

The NC has recommended to the Board that Mr Loh Chen Peng ("Mr Loh") and Ms Au Foong Yee ("Ms Au") be nominated for re-election at the forthcoming AGM. In making the recommendation, the NC had considered the director's overall contributions and performance and the Board accepted NC's recommendation.

Mr Loh, upon re-election as a director of the Company, will remain as the Lead Independent Director, the Chairman of the AC, and a member of the NC and RC. Mr Loh is considered an independent non-executive director and he has no relationships including immediate family relationship with other directors, the Company or its substantial shareholders.

Ms Au, upon re-election as a director of the Company, will remain as a Non-independent Non-Executive director, and a member of the AC, NC and RC.

Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his or her performance and his or her re-nomination as a director.

Although some of the Board members have multiple board representations on listed companies, the NC, after discussion with the said directors, is satisfied that sufficient time and attention has been given by the directors to the Group. At the moment, based on the number of other board representation of the directors as disclosed in the table below, the NC has made a recommendation that the maximum number of listed company board representations which any director may hold is 5. The NC will continue to review from time to time the board representations of each director to ensure that the directors continue to meet the demands of the Group and are able to discharge their duties adequately.

Key information about the Board members, including their principal commitments, is presented in this Annual Report under the heading “Board of Directors”.

The details of the Board, including the year of initial appointment and re-election, as well as directorship in other listed companies, are disclosed as follows:

Name of Director	**Appointment**	**Date of Initial Appointment**	**Date of Last Re-election**	**Directorship in other Listed Companies (existing and for the preceding three years)**
Tong Kooi Ong[(1)]	Non-Independent Non-Executive Chairman	15 May 2013	25 April 2019	Existing Singapore: Avarga Limited Canada: Taiga Building Products Limited
Ong Pai Koo @ Sylvester	Independent Non-Executive Chairman	15 September 2015	27 April 2021	–
Loh Chen Peng	Lead Independent Director	8 August 2017	24 June 2020	Existing Singapore: Avarga Limited Past Malaysia: Berjaya Media Berhad Bermaz Auto Berhad Tropicana Corporation Berhad
Au Foong Yee	Non-Independent Non-Executive Director	4 February 2022	–	–

(1) Mr Tong Kooi Ong resigned as Director on 11 February 2022.

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.

Performance evaluation of the Board is aimed at giving directors an opportunity to gauge their effectiveness individually and collectively. It also helps to ensure continual improvement in the Board's decision-making process as it provides a benchmark by which future performance can be measured.

The NC evaluates the performance of the Board and Board Committees and that of the individual directors based on performance criteria set by the Board.

The criteria for assessing the Board's and Board Committees' performance include Board composition and size, Board processes, accountability, standard of conduct and performance of its principal functions and fiduciary duties, and guidance to and communication with Management. The criteria for assessing individual director's contribution include, *inter alia,* the level of contribution to Board meetings, commitment of time, overall effectiveness.

As part of the evaluation process, the directors will complete appraisal forms which are then collated by the company secretary(ies) who will submit to the Chairman of the NC in the form of a summary report. The summary report will be discussed during the NC meeting with a view to implementing recommendations to further enhance the effectiveness of the Board.

The NC has reviewed the overall performance of the Board and Board Committees in terms of its roles and responsibilities and the conduct of its affairs as a whole for the financial year and is of the view that the performance of the Board as a whole has been satisfactory. The NC has also reviewed the individual director's performance in terms of attendance, areas of expertise, adequacy of preparation for board meetings, participation in board discussion, and participation in own specialist relevant area during the financial year and is of the view that the performance of each individual director has been satisfactory.

B. REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

The RC is established for the purposes of ensuring that there is a formal and transparent process for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. The RC comprises three (3) members, all non-executive directors, two (2) of whom are independent directors:

Mr Ong Pai Koo @ Sylvester	(Chairman)
Mr Loh Chen Peng	(Member)
Ms Au Foong Yee	(Member)

The main role of the RC is to review and recommend to the Board, the remuneration packages and terms of employment of the directors and the key executives of the Company. The RC meets at least once a year with all members of the committee in attendance. In its review and approval of the recommendations on remuneration policies and packages for the directors and key executives, the RC covers all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, share options and benefits-in-kind.

The RC's recommendations are made with inputs from the CEO, where required, and submitted for endorsement by the entire Board. The independent directors are compensated based on fixed directors' fees taking into consideration their contributions, responsibilities and time spent. Payments of directors' fees will be endorsed by the Board before being subject to shareholders' approval at each AGM.

Remuneration of senior management staff will be recommended by the RC with inputs from the CEO, where required, and reviewed by the Board. The review will take into account the value and the extent of contribution of the staff towards the financial health and business needs of the Company.

In addition, in discharging its functions, the RC may obtain independent external professional advice as it deems necessary and the cost of which will be borne by the Company. The RC did not engage any external professional during FY2021.

Each member of the RC shall abstain from voting on any resolutions in respect of his or her own remuneration package.

LEVEL AND MIX OF REMUNERATION

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

The RC and the Board are of the view that the remuneration of the directors and key executives is adequate but not excessive in order to attract, retain and motivate them to operate the Company successfully.

The Group has an employment agreement with its CEO. The CEO or the Group may terminate the employment agreement by giving to the other party, *inter alia*, not less than one month's notice in writing or one month's salary in lieu of notice in writing. The Group does not have any termination, retirement, or post-employment benefits granted to the CEO, directors, and key executive officers. The Board is of the opinion that the employment agreement does not contain any onerous removal terms.

DISCLOSURE ON REMUNERATION

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

In recommending the level and mix of remuneration, the RC seeks to establish a framework for attracting, retaining and motivating employees. The Group subscribes to linking executive remuneration to corporate and individual performance based on annual appraisal of employees. The level and structure of remuneration of directors and key management executives are aligned with the long term interest and risk policies of the Company.

In considering the disclosure of remuneration of the Directors and key management personnel, the Board has regarded the industry conditions in which the Group operates as well as the sensitive nature of such information. The Board believes that full detailed disclosure of the remuneration of each Director and each key management personnel would be prejudicial to the Group's interest given the highly competitive environment. The Board has instead presented such information in remuneration bands.

Currently, the Company only has two (2) key management personnel (who are not a director or CEO). A breakdown showing the level and mix of each individual director's, CEO's and key management executive's remuneration for FY2021 is disclosed in the table below:

Name	Fees (%)	Salary(#) (%)	Bonus (%)	Other Benefits (%)	Share-based Compensation (%)	Total (%)
Directors **Remuneration in the band below S$250,000**						
Tong Kooi Ong(1)	–	–	–	–	–	–
Loh Chen Peng	100	–	–	–	–	100
Ong Pai Koo @ Sylvester	100	–	–	–	–	100
Au Foong Yee(2)	–	–	–	–	–	–
CEO **Remuneration in the band below S$250,000**						
Chung Chee Khuen	–	100	–	–	–	100

(1) Mr Tong Kooi Ong resigned as Director on 11 February 2022.

(2) Ms Au Foong Yee appointed as Director on 4 February 2022.

Name	Salary(#) (%)	Bonus (%)	Other Benefits (%)	Share-based Compensation (%)	Total (%)
Key Management **Remuneration in the band below S$250,000**					
Angie Tung Shao Yin(1)	100	–	–	–	100
Leow Soon Hoe	100	–	–	–	100

(#) Refers to basic salary and CPF contribution by employer

(1) Ms Angie Tung Shao Yin resigned as Executive Director of Orientis Solutions Sdn Bhd, a wholly owned subsidiary of the Company on 1 July 2021.

Total remuneration paid to the key management personnel (who are not directors) for the financial year ended 31 December 2021 was approximately S$219,000.

There was no employee in the Group who is an immediate family member of a director, the CEO or a substantial shareholder of the Company whose remuneration exceeded S$100,000 during the financial year under review. No employee of the Group is a substantial shareholder of the Company.

*Performance Share Plan ("**PSP**")*

The RC also administers the PSP, which was approved at the extraordinary general meeting held on 19 January 2011. The RC would determine the eligibility of persons to participate in the PSP and the number of shares to be awarded to each participant, in accordance with the approved guidelines of the PSP. A member of the RC would not be involved in any deliberations in respect of any shares awarded to him or her. The duration of the PSP was ten (10) years commencing on 19 January 2011 and had accordingly expired in January 2021 without being renewed. There were no share awards granted under the PSP. Details of the PSP were set out in the Company's Circular to shareholders dated 27 December 2010. Please refer to page 34 in this Annual Report for further information on the PSP.

C. ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board recognises its responsibilities over the governance of risks and has set in place management procedures for ensuring a sound system of risk management and internal controls. These procedures include a structured Enterprise Risk Management ("**ERM**"), management reviews of key transactions, and the assistance of the Group's external and internal auditors to review financial statements and internal controls covering key risk areas.

Risk Management

With effect from FY2013, the Group has in place an ERM programme which covers the following areas:

- ***ERM policies and procedures***

An overall framework for risk management has been documented in a manual disseminated to personnel responsible for oversight of risks and operations of risk countermeasures. This ERM manual includes the terms of reference of the various personnel and committee responsible for monitoring and managing risks in the Group. The ERM process also requires ongoing identification of key risks to the Company and reporting these risks to the Board to better determine whether appropriate measures could be taken to address relevant risks. Risk workshops attended by key management personnel were conducted to provide a structured approach of identification and assessment of risks.

- ***Risk Appetite of the Company***

Generally, the Group will rely on Management to monitor day to day operations while subjecting key corporate decisions, such as investments or acquisitions of businesses for Board approval. The Company's performance is monitored closely by the Board periodically and any significant matters that might have an impact on the operating results are required to be brought to the immediate attention of the Board.

The Company has also taken a strict stance towards avoiding any risks that might result in breaching relevant laws and regulations and risks that could adversely affect the reputation of the Group. Active efforts are also put in place to manage risks such as transferring them to third party insurers or having internal control procedures to better mitigate the likelihood of their occurrence. Internal audits will be regularly conducted to assess the ongoing compliance with the established controls to address key risk areas where applicable.

- ***Risk assessment and monitoring***

Based on the ERM framework, the nature and extent of risks to the Company will be assessed regularly and risk reports covering top risks to the Group will be submitted to the Board on a yearly basis. The risk report of the Company has been submitted and discussed by the Board in FY2021. A set of risk registers to document risks arising from this ERM exercise has also been established to document all key risks and the corresponding countermeasures and will be updated whenever new risks emerge.

Internal Controls

The Board recognises the importance of sound internal controls, risk management practices and corporate governance. It is committed to maintaining a robust and effective system of internal controls. This is to safeguard shareholders' interests and the Group's assets. The Board affirms its overall responsibility for the Group's systems of internal controls and risk management and for reviewing the adequacy and integrity of those systems on an annual basis.

The Group has been establishing a system of internal controls to promote effectiveness and efficiency of operations, reliability of financial reports and compliance with relevant laws and regulations. The internal controls include detailed policies and procedures to guide key operations, documented delegation of authority over key business transactions and specific control activities within the business workflow processes. The system of internal controls is also reviewed independently on an on-going basis, as part of both the annual internal and external audit plans.

During the financial year, the Group's internal auditors had conducted one review exercise of the effectiveness of the Group's internal controls and operating procedures. The Group's external auditors had also reviewed the internal accounting controls that are relevant to their audit. Any non-compliance and recommendation for improvement were reported to the AC.

The Company has also implemented a Control Self-Assessment ("**CSA**") exercise covering key operating areas in the Group. This exercise comprises internal control questionnaires to be completed by staff to assess level of effectiveness of internal controls and risk countermeasures. This CSA covers all the key business processes of the Group and results of the CSA exercise is included in the periodic risk report to the Board and AC.

Other than the above risk report from the ERM exercise, the Board has also received assurance from the CEO and the Group Financial Controller that:

(a) 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 Company's risk management and internal control systems are effective.

The Board, with the concurrence of AC, is of the opinion that, the system of internal controls maintained by the Group's management throughout the financial year ended 31 December 2021 is adequate and effective to address the financial, operational, compliance and information technology risks as at 31 December 2021.

The Board and AC are of the opinion that, the Company's internal controls were adequate based on:

- The internal controls established and maintained by the Group;
- Reports issued by the internal auditors and external auditors;
- Risk report arising from the ERM exercise;
- Regular reviews performed by the Management, and annual review undertaken by the AC and the Board; and
- Assurance from the CEO and Group Financial Controller.

The Board acknowledges that it is responsible for maintaining a sound system of internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities. Internal control can provide only reasonable and not absolute assurance against material misstatement, losses, human errors, fraud or other irregularities.

Interested Person Transactions ("IPT")

The Group has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC for review and the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Group and its minority shareholders.

AUDIT COMMITTEE

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises three (3) members, all non-executive directors, two (2) of whom are independent directors:

Mr Loh Chen Peng	(Chairman)
Mr Ong Pai Koo @ Sylvester	(Member)
Ms Au Foong Yee	(Member)

The Board is of the view that the members of the AC are appropriately qualified, having accounting or related financial management expertise or experience as the Board interprets such qualification, to discharge their responsibilities.

The AC assists the Board in discharging its responsibility to safeguard the Group's assets, maintain adequate accounting records and develop and maintain an effective system of internal controls. The responsibilities of the AC include the following:

(a) to review with the external auditors the audit plan, their evaluation of the system of internal accounting controls to the extent that such controls are relevant to their audit of the financial statements, their audit report, their management letter and the Management's response;

(b) to review quarterly, half-yearly and annual financial statements (where applicable) before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major risk areas (including the need for product liability insurance), significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;

(c) to review the internal control and procedures and ensure co-ordination between the external auditors and Management, review the assistance given by Management to the auditors and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of Management where necessary);

(d) to review and discuss 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 Company's operating results or financial position, and Management's response;

(e) to consider the appointment or re-appointment of the external auditors, the audit fees, and matters relating to the resignation or dismissal of the auditors;

(f) to review transactions falling within the scope of interested person transactions in the Catalist Rules, and in particular matters pertaining to acquisitions and realisations;

(g) to review and assess the Company's foreign exchange and hedging policies including whether the Company has in place adequate and appropriate hedging policies and used appropriate instruments for hedging, if applicable;

(h) to review the adequacy and structure of the finance function on an on-going basis and take appropriate remedial actions as may be necessary;

(i) to conduct annual internal control audits to review the Group's internal controls and procedures so as to review its adequacy and effectiveness;

(j) to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC; and

(k) generally to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time.

The AC will also commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls, or infringement of any law, rule or regulation which has or is likely to have a material impact on the operating results or financial position of the Company. Each member of AC will abstain from voting in respect of matters in which he is interested.

The AC meets with the external auditors and internal auditors without the presence of Management at least once in every financial year. The AC has met with the external auditors and internal auditors without the presence of Management during the financial year. The AC has reasonable resources to enable it to discharge its functions properly.

For FY2021, the aggregate amount of fees payable to Mazars LLP, the external auditors of the Company is S$35,000 (exclusive of Goods and Services Tax) with audit related work carried out by the external auditors and no non-audit related work carried out by the external auditors. The AC is satisfied that the external auditors' independence has not been impaired. As such, the AC has recommended to the Board that Mazars be nominated for re-appointment as the Company's auditors at the forthcoming AGM. The AC is also satisfied with the level of cooperation rendered by Management to the external auditors and the adequacy of the scope and quality of their audits.

In performing its functions, the AC has explicit authority to investigate any matter within its terms of reference, having full access to and co-operation by Management and full discretion to invite any director or executive officer to attend its meetings.

The Company is in compliance with Rules 712 and 715 of the Catalist Rules in relation to its external auditors.

The AC met three times during the financial year under review. During the AC meetings, the external auditors have updated the AC on the changes in accounting standards which may have a direct impact on financial statements.

Whistle-Blowing Policy

The Company has put in place a whistle-blowing framework whereby employees of the Company may, in confidence, raise concerns about possible corporate improprieties in matters of financial reporting or other matters and for appropriate follow up actions. The details of the whistle-blowing policies and arrangements have been made available to all employees.

All whistleblowing reports received are reviewed by the Chairman of the AC. Upon receipt of any report, the AC will review it and if deemed necessary appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed. The Company is committed to ensuring protection of the whistleblowers against detrimental or unfair treatment, the identity of the whistleblower and their reports will be treated confidentially and fairly.

The AC is responsible for oversight and monitoring of whistleblowing, and oversees the whistleblowing policy and its related procedures. Quarterly reports will be submitted to the AC stating, if any, the number and nature of complaints received, the results of investigation, follow up actions and unresolved complaints.

Internal Audit

The AC is aware that an internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness of the Group's system of internal controls. Accordingly, the internal audit function is outsourced to Crowe Governance Sdn Bhd who reports primarily to the AC. Crowe Governance Sdn Bhd is an international auditing firm and they perform their work based on their Internal Audit Methodologies which are consistent with the International Standards for the Professional Practice of Internal Auditing established by the Institute of Internal Auditors.

The internal auditors report directly to the Chairman of the AC although they also report administratively to the CEO. The main function of the internal auditors is to review the effectiveness and quality of the systems of control of the Company and this review is performed with impartiality, proficiency and due professional care. The internal audit function is independent of the activities or operations of the Company. The internal auditor has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

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

Since the implementation of the internal audit function and subsequent to its review of the scope and results of the internal audit, the AC is satisfied that the internal audit function is independent, effective, adequately resourced and has the appropriate standing within the Group. The AC will continue to assess the adequacy and effectiveness of internal audit function annually. The AC has met with the internal auditors without the presence of Management during the financial year.

D. 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.

The Group's corporate governance culture and awareness promote fair and equitable treatment of all shareholders. All shareholders enjoy specific rights under the Companies Act, and Constitution of the Company. All shareholders are treated fairly and equitably.

The Group respects the equal information rights of all shareholders and is committed to the practice of fair, transparent and timely disclosure.

The Constitution of the Company allows members of the Company to appoint not more than two (2) proxies to attend and vote on their behalf at the general meetings.

Shareholders are given the opportunity to participate effectively and vote at general meetings of the Company, where relevant rules and procedures governing the meetings are clearly communicated.

At the general meetings of the Company, shareholders are given the opportunity to air their views and ask directors questions regarding the Group. Shareholders are encouraged to attend the general meetings to ensure a high level of accountability and to stay informed of the Group's strategies and goals. The general meetings are the principal forum for dialogue with shareholders.

The Constitution of the Company allows the directors at their sole discretion to approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile. However, as the authentication of shareholder identity and other related security issues still remain a concern, the Company does not practice voting in absentia at this moment.

The directors, including chairpersons of each of the Board Committees are present at the general meetings to answer questions from the shareholders. The external auditors are also present to assist the directors in addressing any relevant queries by shareholders.

The Company ensures that there are separate resolutions at general meetings on each distinct issue. Each item of special business included in the notice of meetings will be accompanied by the relevant explanatory notes. This is to enable the shareholders to understand the nature and effect of the proposed resolutions. Further, all resolutions at general meetings are put to vote by poll in the presence of independent scrutineer(s). The Company prepares minutes of general meetings which are made available to shareholders via SGXNet and the Company's website within one (1) month from the date of the general meetings.

In view of the Covid-19 situation, the forthcoming AGM to be held on 26 April 2022 will be held via 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 (the "Order"). Alternative arrangements relating to the mode of publication of notice of AGM, despatch of annual report and proxy form, attendance at the AGM via electronic means, submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to the deadline for the lodgement of the proxy forms and voting by appointing the Chairman of the Meeting as proxy at the AGM, will be put in place for the AGM. Please refer to the notice of the AGM dated 11 April 2022 for further information. The minutes of the AGM for FY2021 will be released to the SGXNET within one (1) month from the date of AGM.

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.

The Board is mindful of its obligations to provide timely and full disclosure of material information to shareholders of the Company and does so through:

– annual reports issued to all shareholders. Non-shareholders may access the SGXNET for static copies of the Company's annual reports;

– quarterly, half and full-year results announcements on the SGXNet, where applicable;

– other announcements on the SGXNet; and

– press releases on major developments regarding the Company.

The Company held an AGM in April 2021 via electronic means pursuant to the Order. The minutes of the said AGM has been published on SGXNET on 20 May 2021. Pursuant to the Order, in the last AGM, shareholders were invited to send their questions which will be addressed prior to and/or during the AGM. No questions were received from shareholders for the AGM held on 27 April 2021. Please refer to the Notice of AGM on pages 100 to 104 or proxy form of this annual report for the instructions for the upcoming AGM.

For questions raised by shareholders in relation to any agenda item of the notice of general meetings, the Company may organise media/analyst briefing to solicit and understand shareholders' view when such need arises.

The Company does not have a policy on payment of dividends. The Company did not declare dividend for the financial year due to the losses incurred during the financial year.

E. 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.

The Company undertakes a formal stakeholder engagement exercise to determine the environmental, social and governance issues that are important to the stakeholders. These issues form the materiality matrix reviewed by and approved by the Board, before they are published annually in the Company's sustainability report. The Company's executives are also involved in ongoing engagements with these same stakeholders through various other channels.

The Company's approach to stakeholder engagement and materiality assessment can be found in the Sustainability Report.

F. DEALING IN SECURITIES

In accordance with Rule 1204(19) of the Catalist Rules, the Group has adopted an internal code of conduct to provide guidance to the directors and all officers of the Company not to deal in the Company's shares during the period commencing one (1) month prior to the announcement of the Company's quarterly (commenced since the third quarter of 2021), half-year and full-year financial results and ending on the date of the announcement of the financial results.

The Group has reminded its directors and officers that it is an offence under the Securities and Futures Act, Chapter 289, for a listed issuer or its officers to deal in the Company's shares when the officers are in possession of unpublished material price-sensitive information in relation to those securities. Directors and officers are expected to observe insider-trading laws at all times even when dealing in the Company's Shares within permitted trading periods. The directors and officers should not deal in the Company's securities on short-term considerations.

The Company has complied with the internal code of conduct for the financial year ended 31 December 2021.

G. MATERIAL CONTRACTS

The Company acquired Orientis Solutions Sdn Bhd in July 2014. Prior to the acquisition, Orientis Solutions Sdn Bhd had entered into a contract involving the interests of the controlling shareholder. Shareholders' approval was obtained on 30 June 2014 for the contract which is still subsisting at the end of the financial year under review:

Interested Party	**Nature of Contract**	**Contract Value**
Publiq Development Group Sdn Bhd	Project Consultancy Services	RM 9.8 million (equivalent to S$3.18 million based on prevailing exchange rate)
Puteri Harbour Pte Ltd	Loan	S$16.8 million

A wholly owned subsidiary, 3C Marina Park Sdn Bhd has on 19 March 2020 entered into a loan agreement with Puteri Harbour Pte Ltd ("**Lender**") pursuant to which the Lender has agreed to grant a non-interest bearing loan of a principal sum of up to S$16.8 million. The Lender's shareholders comprise Phileo Capital Limited (50%), Champion Brave Sdn Bhd (25%), Casi Management Sdn Bhd (12.5%) and Halfmoon Bay Capital Limited (12.5%), each of whom is substantial shareholders of the Company.

The Company has entered into a conditional sale and purchase agreement dated 23 February 2022 with Puteri Harbour Pte Ltd (the "**Purchaser**"), pursuant to which the Company has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase, the entire issued ordinary shares ("**Sale Shares**") of 3C Marina Park Sdn Bhd, a wholly-owned subsidiary of the Company, for an aggregate consideration of S$36.0 million.

H. INTERESTED PERSON TRANSACTIONS

The Company has adopted internal guidelines in respect of any transactions with interested persons and has set out the procedures for the review and approval of the Company's interested person transactions ("IPT"). The main objective is to ensure that all IPTs are conducted on arm's length basis and on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority shareholders.

The Board had reviewed all IPTs for the financial year under review. The aggregate value of IPT entered into for the financial year under review is as follows:

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalist Rules) S$'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S$100,000) S$'000
Publiq Development Group Sdn Bhd Project Consultancy Services & recovery of incidentals	An associate of Mr Tong Kooi Ong	–	195

The Group has a general mandate from shareholders to enter into the following types of IPT:

1. Real Estate Agency Services
2. Facilities Management Services
3. Project Management Services
4. Purchase of advertising-related services from The Edge Media Group
5. Financial Assistance and Services
6. Lease of Properties or Spaces
7. Secondment of Staff
8. Corporate-Related Services

with Mr Tong Kooi Ong and/or his Associates (including future associates).

I. NON-SPONSOR FEES

PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") was appointed Sponsor of the Company with effect from 23 June 2021. In FY2021, there were no non-sponsor fees paid to the PPCF.

Directors standing for re-election at the Annual General Meeting

The following information relating to Mr Loh Chen Peng and Ms Au Foong Yee, of whom are standing for re-election as a director at the forthcoming AGM, is provided pursuant to Rule 720(5) of the Catalist Rules.

Name of Director	Mr Loh Chen Peng
Date of Appointment	8 August 2017
Date of last re-appointment (if applicable)	24 June 2020
Age	68
Country of principal residence	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Nominating Committee noted that in accordance with the Company's Constitution, Mr Loh Chen Peng shall be required to retire at the forthcoming annual general meeting. Mr Loh Chen Peng agreed to retire and stand for re-election. The Board having considered the recommendation of the Nominating Committee, approved the re-election and re-nomination of Mr Loh Chen Peng.
Whether appointment is executive, and if so, the area of responsibility	Non-executive
Job Title	Lead Independent Director, the chairman of AC, and a member of NC and RC
Professional qualifications	Please refer to the "Board of Directors" section in the Company's 2021 Annual Report
Working experience and occupation(s) during the past 10 years	Please refer to the "Board of Directors" section in the Company's 2021 Annual Report
Shareholding Interest in the listed issuer and its subsidiaries	No
Any relationship **(including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or any of its principal subsidiaries**	No
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) of the Rules of Catalist has been submitted to the listed issuer	Yes

Other Principal Commitments including Directorships – Past (for the last 5 years) and Present	**Past directorship** 1. Berjaya Media Berhad 2. Reverse Mortgage Sdn Bhd 3. Seed2Tree Sdn Bhd 4. Bermaz Auto Berhad 5. Tropicana Corporation Berhad **Present directorship** 1. Juara Sergap Sdn Bhd 2. Avarga Limited
Information required under items (a) to (k) of Appendix 7F of the Rules of Catalist	There is no change to the responses previously disclosed by Mr Loh Chen Peng under items (a) to (k) of Appendix 7F of the Rules of Catalist which were all "No". The Appendix 7F information in respect of Mr Loh Chen Peng's appointment as Director was announced on 8 August 2017
(Disclosure applicable to the appointment of director only) Any prior experience as a director of an issuer listed on the Exchange?	Not Applicable

Name of Director	Ms Au Foong Yee
Date of Appointment	4 February 2022
Date of last re-appointment (if applicable)	Not applicable
Age	64
Country of principal residence	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Nominating Committee noted that in accordance with the Company's Constitution, Ms Au Foong Yee shall be required to retire at the forthcoming annual general meeting. Ms Au Foong Yee agreed to retire and stand for re-election. The Board having considered the recommendation of the Nominating Committee, approved the re-election and re-nomination of Ms Au Foong Yee
Whether appointment is executive, and if so, the area of responsibility	Non-executive
Job Title	Non-Independent Non-Executive Director, member of AC, NC and RC
Professional qualifications	Malaysian Certificate of Education
Working experience and occupation(s) during the past 10 years	Please refer to the "Board of Directors" section in the Company's 2021 Annual Report
Shareholding Interest in the listed issuer and its subsidiaries	2,000,000 ordinary shares held jointly with spouse

Any relationship **(including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or any of its principal subsidiaries**	Ms Au Foong Yee was the founding Managing Director and Editor-in-Chief of The Edge Property Sdn Bhd, Managing Director of The Edge Communications Sdn Bhd. In July 2016, Ms Au relinquished the role of Managing Director of The Edge Communications Sdn Bhd to helm and drive The Edge Property Sdn Bhd. Retired from the role of Managing Director and Editor-in-Chief of The Edge Property Sdn Bhd in December 2021, she has been appointed Editor Emeritus of The Edge Communications Sdn Bhd. Mr Tong Kooi Ong, a controlling shareholder of the Company, has interests in The Edge Property Sdn Bhd and The Edge Communications Sdn Bhd.
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) of the Rules of Catalist has been submitted to the listed issuer	Yes
Other Principal Commitments including Directorships – Past (for the last 5 years) and Present	**Past directorship** 1. Edge Insider Sdn Bhd 2. Harmoni Pelangi Sdn Bhd 3. The Edge Communications Sdn Bhd 4. The Edge Property Sdn Bhd 5. Edgeprop Sdn Bhd 6. Harmoni Bintang Sdn Bhd 7. Equilands Sdn Bhd 8. Black and Turquoise Production Sdn Bhd **Present directorship** 1. The Edge Galerie Sdn Bhd 2. Pepper Events Sdn Bhd 3. LGM Properties Corporation 4. Inta Bina Group Berhad
Information required under items (a) to (k) of Appendix 7F of the Rules of Catalist	There is no change to the responses previously disclosed by Ms Au Foong Yee under items (a) to (k) of Appendix 7F of the Rules of Catalist which were all "No". The Appendix 7F information in respect of Ms Au Foong Yee's appointment as Director was announced on 4 February 2022.
(Disclosure applicable to the appointment of director only) Any prior experience as a director of an issuer listed on the Exchange?	No

DIRECTORS' STATEMENT

The directors present their statement together with the audited financial statements of 3Cnergy Limited (the "Company") and its subsidiaries (collectively the "Group") for the financial year ended 31 December 2021 and the statement of financial position and statement of changes in equity of the Company as at 31 December 2021.

In the opinion of the directors, the financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended on that date, and there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

1. Directors

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

Mr Ong Pai Koo @ Sylvester
Mr Loh Chen Peng
Ms Au Foong Yee (Appointed on 4 February 2022)

2. Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects were, or one of the objects was, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, except as disclosed in paragraphs 3 and 4 below.

3. Directors' interests in shares and debentures

The directors of the Company holding office at the end of the financial year had no interests in the shares and debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the "Act"), except as disclosed below:

	Direct interest		Deemed interest	
Name of directors and companies in which interests are held	**At the beginning of financial year**	**At the end of financial year**	**At the beginning of financial year**	**At the end of financial year**
The Company (Ordinary Shares) – 3Cnergy Limited				
Tong Kooi Ong[1] (Resigned on 11 February 2022)	–	–	1,447,947,840	1,447,947,840
Au Foong Yee[2] (Appointed on 4 February 2022)	2,000,000	2,000,000	–	–

1 The deemed interest of the director comprises the shareholding of Phileo Capital Limited in the Company. By virtue of Section 7 of the Act, Mr Tong Kooi Ong is deemed to have an interest in all the related corporations of the Company. Mr Tong Kooi Ong is the sole ultimate beneficial shareholder of Phileo Capital Limited through TMF Trustees Singapore Limited, the trustee of a family trust of which Mr Tong Kooi Ong is the sole beneficiary.

2 The shares are held jointly with spouse.

There was no change in any of the above-mentioned interests between the financial year end and 21 January 2022.

4. Share options and performance shares

There was a Performance Share Plan ("PSP") which was approved at the extraordinary general meeting held on 19 January 2011. The duration of the PSP was ten (10) years commencing on 19 January 2011 and had accordingly expired on 18 January 2021 without being renewed. There were no share awards granted under the PSP since commencement.

There were no share options and/or share awards granted by the Company and its subsidiaries during the financial year.

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

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

5. Audit Committee

The Audit Committee of the Company comprises three non-executive directors and at the date of this report, they are:

Mr Loh Chen Peng	(Chairman)
Mr Ong Pai Koo @ Sylvester	
Ms Au Foong Yee	(Appointed on 4 February 2022)

The Audit Committee has convened three meetings during the year with key management and the internal and external auditors of the Company.

The Audit Committee carried out its functions in accordance with Section 201B (5) of the Act, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the Audit Committee:

(i) reviewed the audit plan and results of the external audit, the independence and objectivity of the external auditors, including, where applicable, the review of the nature and extent of non-audit services provided by the external auditors to the Group;

(ii) reviewed the audit plans of the internal auditors of the Group and their evaluation of the adequacy of the Group's system of internal accounting controls;

(iii) reviewed the Group's annual financial statements and the external auditors' report on the annual financial statements of the Group and of the Company before their submission to the board of directors;

(iv) reviewed the quarterly, half-yearly and annual announcements as well as the related press releases on the results of the Group and financial position of the Group and of the Company;

(v) reviewed and assessed the adequacy of the Group's risk management processes;

(vi) reviewed and checked the Group's compliance with legal requirements and regulations, including the related compliance policies and programmes and reports received from regulators, if any;

(vii) reviewed interested person transactions in accordance with SGX listing rules;

(viii) reviewed the nomination of external auditors and gave approval of their compensation; and

(ix) submitted of report of actions and minutes of the Audit Committee to the board of directors with any recommendations as the Audit Committee deems appropriate.

5. Audit Committee (Continued)

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the directors the nomination of Mazars LLP for re-appointment as external auditors of the Group at the forthcoming AGM of the Company.

6. Auditors

The auditors, Mazars LLP, have expressed their willingness to accept re-appointment.

On behalf of the directors

Ong Pai Koo @ Sylvester	**Loh Chen Peng**
Director	Director

5 April 2022

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF 3CNERGY LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of 3Cnergy Limited (the "Company") and its subsidiaries (the "Group") which comprise the statements of financial position of the Group and of the Company as at 31 December 2021, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021 and of the financial performance, changes in equity and cash flows of the Group, and changes in equity of the Company for the financial year ended on that date.

Basis for opinion

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

Report on the Audit of the Financial Statements (Continued)

Key Audit Matter

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the financial statements of the current financial year. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be a key audit matter to be communicated in our report.

Key Audit Matter	**How the matter was addressed in the audit**
Recoverable amount of land held for property development	
As at 31 December 2021, the carrying amount of the Group's land held for property development amounted to $79.4 million, net of impairment loss of $77.1 million (Note 17). The management relied on the valuation performed by an independent external valuer to estimate the recoverable amount of the land held for property development. The valuation of the recoverable amount of the land held for property development requires the application of significant judgement by management in determining the appropriate valuation methodology to be used, assumptions and various unobservable inputs. The assumptions applied include price per square metre of market comparable used, adjusted for the timing, location, tenure, category of land use, plot ratio, size and others. Due to high level of judgement involved in estimating the value and the significance of the carrying amount of the land held for property development, we determined this as a key audit matter.	We have discussed with the component auditor to understand the nature, extent and timing of procedures performed on the recoverable amount of land held for property development. We have reviewed the work performed which includes the following procedures: • Obtained an understanding of the key controls and processes that management has in place in respect of determining the recoverable amount of its land held for property development; • Obtained the external valuation report and evaluated the work scope, qualifications, competency, objectivity and independence of the external valuer; • Discussed with the external valuer to obtain understanding of their work performed on the properties covering amongst others, the valuation methodology and the significant judgement and appropriateness of assumptions applied; and • Discussed and challenged the external valuer on the results of the valuation, and compared the key assumptions used in their valuation with reference to externally available information, where applicable, and considered whether these assumptions are consistent with the current market environment. The key judgement and estimation on the recoverable amount of land held for property development is disclosed in Note 3 to the financial statements, and further information related to land held for property development are provided in Note 17 to the financial statements.

Report on the Audit of the Financial Statements (Continued)

Other information

Management is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and the independent auditors' report thereon, which we obtained prior to the date of this report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this report, 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)s, and for devising and maintaining a system of internal accounting controls sufficient to provide reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

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

Auditors' Responsibility 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 auditors' 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.

Report on the Audit of the Financial Statements (Continued)

Auditors' Responsibility for the Audit of the Financial Statements (Continued)

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

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' 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 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.

Report on the Audit of the Financial Statements (Continued)

Auditors' Responsibility for the Audit of the Financial Statements (Continued)

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' 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 subsidiaries incorporated in Singapore have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Mr Lai Keng Wei.

MAZARS LLP
Public Accountants and
Chartered Accountants

Singapore
5 April 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	2021 $'000	2020 $'000
Continuing operations			
Revenue	4	**147**	174
Cost of services rendered	7	**(93)**	(110)
Gross profit		**54**	64
Other operating income	5	**192**	195
Sales and distribution costs		**–**	(2)
General and administrative expenses		**(579)**	(792)
Finance costs	6	**(*)**	(1)
Loss before tax from continuing operations	7	**(333)**	**(536)**
Income tax expense	8	**–**	(3)
Loss from continuing operations, net of tax		**(333)**	**(539)**
Discontinued operation			
Loss from discontinued operation, net of tax	17	**(8,314)**	(6,505)
Loss for the year		**(8,647)**	**(7,044)**
Other comprehensive loss for the year, net of tax			
Items that may be reclassified subsequently to profit or loss			
– Exchange differences on translation of foreign subsidiaries		**(83)**	(18)
Total comprehensive loss for the year attributable to the owners of the Company		**(8,730)**	**(7,062)**
Loss per share (cents per share)			
Basic and Diluted	25		
– Continuing operations		**(0.01)**	(0.02)
– Discontinued operation		**(0.27)**	(0.21)

(*) Less than $1,000

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021

	Note	Group 2021 $'000	Group 2020 $'000	Company 2021 $'000	Company 2020 $'000
ASSETS					
Non-current assets					
Property, plant and equipment	9	**5**	20	**3**	5
Intangible assets	10	**–**	68	**–**	–
Investments in subsidiaries	11	**–**	–	**9,762**	2,088
Land held for property development	12	**–**	86,273	**–**	–
		5	86,361	**9,765**	2,093
Current assets					
Trade receivables	13	**11**	22	**–**	–
Other receivables and deposits	14	**34**	128	**1**	1
Prepayments		**6**	10	**6**	6
Amounts due from subsidiaries	15	**–**	–	**20,678**	37,078
Tax recoverable		**1**	3	**–**	–
Cash and cash equivalents	16	**693**	2,071	**443**	784
Pledged fixed deposits	16	**–**	48	**–**	–
Assets of disposal group classified as held-for-sale	17	**80,168**	–	**–**	–
		80,913	2,282	**21,128**	37,869
Total assets		**80,918**	88,643	**30,893**	39,962
LIABILITIES AND EQUITY					
Current liabilities					
Trade payables	18	**5**	28	**5**	1
Accruals and other payables	19	**123**	2,591	**90**	237
Contract liabilities	20	**535**	443	**–**	–
Amounts due to subsidiaries	15	**–**	–	**–**	754
Lease liabilities	21	**2**	1	**2**	1
Bank borrowings	22	**–**	18,117	**–**	–
Liabilities of disposal group classified as held-for-sale	17	**50,702**	–	**–**	–
		51,367	21,180	**97**	993
Non-current liabilities					
Lease liabilities	21	**2**	4	**2**	4
Bank borrowings	22	**–**	29,180	**–**	–
Deferred tax liabilities	23	**1**	1	**–**	–
		3	29,185	**2**	4
Equity attributable to owners of the Company					
Share capital	24	**143,292**	143,292	**177,822**	177,822
Translation reserve		**(259)**	(176)	**–**	–
Accumulated losses		**(113,485)**	(104,838)	**(147,028)**	(138,857)
		29,548	38,278	**30,794**	38,965
Total liabilities and equity		**80,918**	88,643	**30,893**	39,962

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Attributable to owners of the Company			
	Share capital $'000	Translation reserve[1] $'000	Accumulated losses $'000	Total equity $'000
Group				
Balance at 1 January 2020	143,292	(158)	(97,794)	45,340
Loss for the year	–	–	(7,044)	(7,044)
Other comprehensive loss for the year, net of tax	–	(18)	–	(18)
Total comprehensive loss for the year	–	(18)	(7,044)	(7,062)
Balance at 31 December 2020	143,292	(176)	(104,838)	38,278
Loss for the year	–	–	(8,647)	(8,647)
Other comprehensive loss for the year, net of tax	–	(83)	–	(83)
Total comprehensive loss for the year	–	(83)	(8,647)	(8,730)
Balance at 31 December 2021	**143,292**	**(259)**	**(113,485)**	**29,548**

(1) Translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currency is different from that of the Group's presentation currency.

	Share capital $'000	Accumulated losses $'000	Total equity $'000
Company			
Balance at 1 January 2020	177,822	(131,893)	45,929
Loss for the year, representing total comprehensive loss for the year	–	(6,964)	(6,964)
Balance at 31 December 2020	177,822	(138,857)	38,965
Loss for the year, representing total comprehensive loss for the year	–	(8,171)	(8,171)
Balance at 31 December 2021	**177,822**	**(147,028)**	**30,794**

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 2021

	Note	2021 $'000	2020 $'000
OPERATING ACTIVITIES			
Loss before tax from continuing operations		**(333)**	(536)
Loss before tax from discontinued operation		**(8,314)**	(6,505)
		(8,647)	(7,041)
Adjustments for:			
Depreciation of property, plant and equipment		**6**	6
Gain on disposal of property, plant and equipment		**–**	(58)
Amortisation of other intangible assets		**68**	69
Impairment of land held for property development		**5,387**	3,837
Interest income		**(10)**	(23)
Interest expense		**1,799**	2,001
Unrealised exchange differences		**582**	(30)
Total operating cash flows before movements in working capital		**(815)**	(1,239)
Changes in working capital			
Decrease in receivables		**24**	44
Increase in contract liabilities		**91**	99
Decrease in payables		**(273)**	(144)
Cash used in operations		**(973)**	(1,240)
Interest received		**10**	23
Interest paid		**(1,794)**	(1,950)
Income tax (paid)/recovered		**(1)**	2
Net cash used in operating activities		**(2,758)**	(3,165)
INVESTING ACTIVITY			
Proceeds from disposal of property, plant and equipment		**–**	58
Cash flows generated from investing activity		**–**	58
FINANCING ACTIVITIES			
Repayment of bank borrowings		**–**	(2,695)
Repayment of lease liabilities		**(1)**	(16)
Proceeds from related party loan		**2,000**	2,200
Cash flows from/(used) in financing activities		**1,999**	(511)
Net decrease in cash and cash equivalents		**(759)**	(3,618)
Cash and cash equivalents at beginning of the year		**2,071**	5,689
Cash and cash equivalents at end of the year	16	**1,312**	2,071

For the purpose of presenting the consolidated statement of cash flows, the consolidated cash and cash equivalents comprise the following:

	Note	2021 $'000	2020 $'000
Cash and cash equivalents			
– Continuing operations	16	**693**	2,071
– Discontinued operation	17	**619**	–
		1,312	2,071

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 2021

Reconciliation of liabilities arising from financing activities

			Non-cash movements		
	1 January 2021 $'000	Financing cash inflow/ (outflows) $'000	Reclassification to liabilities of disposal group classified as held-for-sale (Note 17) $'000	Foreign exchange movement $'000	31 December 2021 $'000
Liabilities					
Bank borrowings	**47,297**	**–**	**(46,479)**	**(818)**	**–**
Lease liabilities	**5**	**(1)**	**–**	**–**	**4**
Loan from related party	**2,200**	**2,000**	**(4,200)**	**–**	**–**

			Non-cash movements	
	1 January 2020 $'000	Financing cash inflow/ (outflows) $'000	Foreign exchange movement $'000	31 December 2020 $'000
Liabilities				
Bank borrowings	49,963	(2,695)	29	47,297
Lease liabilities	21	(16)	–	5
Loan from related party	–	2,200	–	2,200

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

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

1. GENERAL

The Company (Registration No. 197300314D) is a limited liability company which is incorporated and domiciled in Singapore and is listed on Catalist under Singapore Exchange Securities Trading Limited (SGX-ST). The registered office and principal place of business of the Company is located at 380 Jalan Besar, #16-01 Arc 380, Singapore 209000.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 11.

The financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the year ended 31 December 2021 were authorised for issue by the Board of Directors on 5 April 2022.

Going concern basis

As at 31 December 2021, the Group has incurred a net loss of $8,647,000 ($333,000 for continuing operations) and net operating cash outflow of $2,758,000 ($330,000 for continuing operations) for the financial year ended. These conditions cast doubt on the appropriateness of the going concern assumption used by the Group.

Notwithstanding the above conditions, the Directors have prepared the consolidated financial statements on a going concern basis with the assumption that the Group has sufficient cash flows to support its continuing operations upon disposal of 3C Marina Park Sdn. Bhd. as disclosed in Note 17. In addition, the substantial shareholders of the Group have expressed their willingness to provide continued financial support to the Group to pay their debts as and when they fall due.

As at the date of the approval of these financial statements, the Directors are not aware of any circumstances or reasons which would likely affect the Group's ability to continue as going concern. In light of the foregoing, the Directors opined that it is appropriate to prepare the financial statements on a going concern basis.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been drawn up in accordance with the provisions of the Singapore Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)s") including related Interpretations of SFRS(I) ("SFRS(I) INTs") and are prepared on the historical cost basis, except as disclosed in the accounting policies below.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar ("$") which is also the functional currency of the Company, and all values presented are rounded to the nearest thousand ("$'000"), unless otherwise indicated.

In the current year, the Group has adopted all the new and revised SFRS(I)s and SFRS(I) INTs that are relevant to its operations and effective for annual periods beginning on or after 1 January 2021. The adoption of these new or revised SFRS(I)s and SFRS(I) INTs did not result in changes to the Group's and Company's accounting policies, and has no material effect on the current or prior year's financial statement and is not expected to have a material effect on future periods.

SFRS(I)s and SFRS(I) INTs issued but not yet effective

At the date of authorisation of these financial statements, the following SFRS(I)s and SFRS(I) INTs that are relevant to the Group were issued but not yet effective:

SFRS (I)	Title	Effective date (annual periods beginning on or after)
SFRS(I) 16	Amendment to SFRS(I) 16: Covid-19- Related Rent Concessions beyond 30 June 2021	1 April 2021
SFRS(I) 3	Amendments to SFRS(I) 3: Reference to the Conceptual Framework	1 January 2022
SFRS(I) 1-16	Amendments to SFRS(I) 1-16: Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
SFRS(I) 1-37	Amendments to SFRS(I) 1-37: Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
SFRS(I) 1-1	Amendments to SFRS(I) 1-1: Classification of Liabilities as Current or Non- current	1 January 2023
SFRS(I) 10, SFRS(I) 1-28	Amendments to SFRS(I) 10 and SFRS(I) 1-28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
SFRS(I) 1-8	Amendments to SFRS(I) 1-8: Definition of Accounting Estimates	1 January 2023
SFRS(I) 1-12, SFRS(I) 1	Amendments to SFRS(I) 1-12: Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	1 January 2023
Various	Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: Disclosure of Accounting Policies	1 January 2023
Various	Annual Improvements to SFRS(I)s 2018-2021	1 January 2022

Consequential amendments were also made to various standards as a result of these new/revised standards.

The Group does not intend to early adopt any of the above new/revised standards, interpretations and amendments to the existing standards. Management anticipates that the adoption of the aforementioned revised/new standards will not have a material impact on the financial statements of the Group and Company in the period of their initial adoption.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

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

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

Changes in the Group's ownership interests in existing subsidiaries

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable SFRS(I)s). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 *Financial Instruments* ("SFRS(I) 9") or, when applicable, the cost on initial recognition of an investment in joint ventures and associates.

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

2.3 Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates at fair value, with changes in fair value recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

2. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (CONTINUED)

2.3 **Business combinations** (Continued)

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under the SFRS(I) are recognised at their fair value at the acquisition date, except that:

- Deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with SFRS(I) 1-12 *Income Taxes* and SFRS(I) 1-19 *Employee Benefits* respectively;

- Liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement by the Group of an acquiree's share-based payment awards transactions with share-based payment awards transactions of the acquirer are measured in accordance with SFRS(I) 2 *Share-based Payment* at the acquisition date; and

- Assets (or disposal groups) that are classified as held-for-sale in accordance with SFRS(I) 5 *Non-current Assets Held-for-sale and Discontinued Operation* are measured in accordance with that standard.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another SFRS(I).

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date, and is subject to a maximum of one year from acquisition date.

2.4 **Financial instruments**

Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets

All financial assets are recognised and de-recognised on a trade date basis where the purchase or sale of financial assets is under a contract whose terms require delivery of assets within the time frame established by the market concerned.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at fair value through profit or loss (FVTPL).

Despite the aforegoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and

- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Classification of financial assets (Continued)

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "other operating income" line item.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate as at each reporting date. Specifically, for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the "general and administrative expenses" line item.

2. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (CONTINUED)

2.4 **Financial instruments** (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on financial assets measured at amortised cost and debt instruments measured at FVTOCI. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

- An actual or expected significant deterioration in the operating results of the debtor; and

- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if, i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definition.

For loan commitments, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Credit-impaired financial assets

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

a) significant financial difficulty of the issuer or the borrower; or

b) a breach of contract, such as a default or past due event; or

c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

e) the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for loan commitments, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Measurement and recognition of expected credit losses (Continued)

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables, finance lease receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is 1) contingent consideration of an acquirer in a business combination to which SFRS(I) 3 Business Combinations applies, 2) held-for-trading, or 3) it is designated as at FVTPL.

A financial liability is classified as held-for-trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held-for-trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at FVTPL (Continued)

- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

- it forms part of a contract containing one or more embedded derivatives, and SFRS(I) 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Fair value is determined in the manner described in Note 30.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost as at each reporting date, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the "general and administrative expenses" line item in profit or loss for financial liabilities that are not part of a designated hedging relationship.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Foreign exchange gains and losses (Continued)

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when the Company and the Group has a legally enforceable right to set-off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

2.5 Project management contracts

Certain entities of the Group enter into fixed price long-term contracts with customers for the provision of services. Contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period (the percentage of completion method), when the outcome of a project management contract can be estimated reliably.

When the outcome of a project management contract cannot be estimated reliably (principally during early stages of a contract), contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable and contract costs are recognised as expense in the period in which they are incurred.

An expected loss on the project management contract is recognised as an expense immediately when it is probable that total contract costs will exceed total contract revenue. In applying the percentage of completion method, revenue recognised corresponds to the total contract revenue multiplied by the actual completion rate based on the proportion of total contract costs incurred to date and the estimated costs to complete.

When contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as contract assets. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as contract liabilities. Amounts received before the related work is performed are included in the statement of financial position, as a liability, as contract liabilities. Amounts billed for work performed but not yet paid by the customer are included in the statement of financial position under contract assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Property development

The Group is engaged in the development of properties for sale. Property development costs are determined based on a specific identification basis. Property development costs comprising costs of land, direct materials, direct labour, other direct costs, attributable overheads, borrowing costs (see accounting policy for borrowing costs below) and payments to subcontractors that meet the definition of inventories are recognised as an asset and are stated at 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 of completion and applicable selling expenses. The asset is subsequently recognised as an expense in profit or loss when or as the control of the asset is transferred to the customer over time or at a point in time.

Incremental costs of obtaining a contract with a customer are recognised as assets if the entity expects to recover those costs. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained shall be recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained.

Where revenue recognised in profit or loss exceeds billings to purchasers, the balance is shown as contract assets (within current assets). Where billings to purchasers exceed revenue recognised in profit or loss, the balance is shown as contract liabilities (within current liabilities).

Property development is classified as current when it is expected to be realised in, or is intended for sale in, the Group's normal operating cycle.

2.7 Non-current assets (or disposal groups) and discontinued operation held-for-sale

Non-current assets (or disposal groups) are classified as held-for-sale when their carrying amount will be recovered principally through a sale transaction rather than through continuing use and the sale is highly probable with the asset (or disposal group) being available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to be completed within one year from the date of classification.

They are measured at the lower of the carrying amount and fair value less costs to sell. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

Depreciation and amortisation for a non-current asset ceases once it is classified as held-for-sale or while it is part of a disposal group classified as held-for-sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held-for-sale shall continue to be recognised.

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

(i) represents a separate major line of business or geographical area of operations;

(ii) is part of a single co-ordinated plan to dispose of a separate major line or geographical area of operations; or

(iii) is a subsidiary acquired exclusively with a view to resale.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Non-current assets (or disposal groups) and discontinued operation held-for-sale (Continued)

The results of discontinued operation is disclosed separately from continuing operations as a single amount comprising the post-tax profit or loss of discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal of the assets or disposal groups constituting the discontinued operation.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. When an operation is classified as a discontinued operation, the comparative statement of profit or loss is re-presented as if the operation had been discontinued from the start of the comparative year.

2.8 Leases

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

Where a contract contains more than one lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component. Where the contract contains non-lease components, the Group applies the practical expedient to not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group recognises a right-of-use asset and lease liability at the lease commencement date for all lease arrangement for which the Group is the lessee, except for leases which have lease term of 12 months or less and leases of low value assets for which the Group applies the recognition exemption allowed under SFRS(I) 16 Leases. For these leases, the Group recognises the lease payment as an operating expense on a straight-line basis over the term of the lease.

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

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

Right-of-use assets are presented within “property, plant and equipment”.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Leases (Continued)

The Group generally uses the incremental borrowing rate as the discount rate. To determine the incremental borrowing rate, the Group obtains a reference rate and makes certain adjustments to reflect the terms of the lease and the asset leased.

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

- fixed payments, including in-substance fixed payments less any lease incentive receivable,

- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date,

- amounts expected to be payable under a residual value guarantee,

- the exercise price under a purchase option that the Group is reasonably certain to exercise, and

- payments of penalties for terminating the lease if the Group is reasonably certain to terminate early and lease payments for an optional renewal period if the Group is reasonably certain to exercise an extension option.

The lease liability is measured at amortised cost using the effective interest method. The Group remeasures the lease liability when there is a change in the lease term due to a change in assessment of whether it will exercise a termination or extension or purchase option or due to a change in future lease payment resulting from a change in an index or a rate used to determine those payment.

Where there is a remeasurement of the lease liability, a corresponding adjustment is made to the right-of-use asset or in profit or loss where there is a further reduction in the measurement of the lease liability and the carrying amount of the right-of-use asset is reduced to zero.

2.9 Land held for property development

Land held for property development consists of land on which no significant development work has been undertaken other than earthwork, infrastructure work and professional fees incurred to put the land ready for development or land held for future development in respect of which development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses.

Cost of land held for property development comprises land cost, direct materials, direct labour, other direct costs, attributable overheads and borrowing cost (see accounting policy for borrowing cost below) capitalised during the development period. Cost associated with the acquisition of land include the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other relevant levies. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount.

Land held for property development is transferred to property development (under current assets) where development activities have commenced and where the development activities can be completed within the Company's normal operating cycle.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

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

Computers	–	3 years
Furniture and fixture	–	7 to 10 years
Office equipment	–	5 to 10 years

Fully depreciated assets still in use are retained in the financial statements.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

For right-of-use assets for which ownership of the underlying asset is not transferred to the Group by the end of the lease term, depreciation is charged over the lease term, using the straight-line method. The lease periods are disclosed in Note 21.

The gain or loss arising on the disposal or retirement of an asset which is determined as the difference between the sale proceeds and the carrying amount of the asset is recognised in profit or loss for the period in which they arise.

2.11 Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Goodwill (Continued)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses.

2.12 Impairment of non-financial assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior financial years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.13 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 the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Revenue recognition

The Group recognises revenue from valuation service fee and the management of long-term project management contracts.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue from the following services:

(a) ***Valuation service fees***

Revenue from valuation service fees is recognised at a point in time when these services are rendered and are contractually billable. Revenue from related services such as course fee, bank referral fee, resale-net, valuation and e-stamping fee and refreshments are recognised when these services are rendered.

(b) ***Project management fees***

Revenue from the management of long-term project management contracts are recognised over time, using the input method to measure progress towards complete satisfaction of the service, as the customer simultaneously receives and consumes the benefits provided by the Group. Management has assessed that the stage of completion is determined as the proportion of the total service period that has elapsed as at the end of the reporting period is an appropriate measure of progress towards complete satisfaction of these performance obligations under SFRS(I) 15 *Revenue from Contracts with Customers*. Payment for these services are due in accordance with payment schedules in the customer contract, on straight-line basis over the term of the contract.

2.15 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

The amount of borrowing costs eligible for capitalisation is determined based on actual interest incurred on borrowings made specifically for the purpose of obtaining a qualifying asset and less any investment income on the temporary investment of that borrowing.

All other borrowing costs are recognised as finance cost in profit or loss in the year in which they are incurred.

2.16 Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund and Malaysia Employees Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. The estimated liability for annual leave is recognised for services rendered by employees up to the end of the reporting period.

2.18 Income tax

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

The tax currently payable is based on taxable profit for the financial year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and its subsidiaries operate by the end of the reporting period.

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

Deferred tax liabilities are recognised on taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which the benefits of the temporary differences can be utilised and they are expected to reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

Current and deferred tax are recognised as an expense or income in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Foreign currency transactions and translation

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity through other comprehensive income.

Exchange differences relating to assets under construction for future productive use, are included in the cost of those assets where they are regarded as an adjustment to interest costs on foreign currency borrowings.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollars using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision makers who are responsible for allocation of resources and assessing performance of the operating segments.

2.21 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an expense, the grant is recognised as income in profit or loss on a systematic basis over the periods in which the related costs, for which the grants are intended to compensate, is expensed. Where the grant relates to an asset, the grant is recognised as deferred capital grant on the statement of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalment.

Non-monetary government grant is recognised at nominal amount.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Contingencies

A contingent liability is:

(i) 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

(ii) a present obligation that arises from past events but is not recognised because:

(a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(b) 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.

Contingencies 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 value can be reliably determined.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described in Note 2, management is of the opinion that any instances of application of judgements are not expected to have significant effect on the amounts recognised in the financial statements.

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 that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

3.2 Key sources of estimation uncertainty (Continued)

Recoverable amount of land held for property development

The recoverable amount of land held for property development is determined based on fair value less costs of disposal.

In determining fair value less costs of disposal, it requires the application of significant judgement and estimate in determining the appropriate valuation methodology to be used, use of subjective assumptions and various unobservable inputs. It is underpinned by several assumptions which include price per square metre of market comparable used, adjusted for the timing, location, tenure, category of land use, plot ratio, size and others.

The carrying amount of land held for property development is disclosed in Notes 12 and 17.

4. REVENUE

The Group derives its revenue from the transfer of services over time and at a point in time in the following major product lines. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 Operating Segments (see Note 31).

	Group	
	2021	**2020**
	$'000	**$'000**
Continuing operations		
Project management fees – recognised over time	**95**	98
Valuation service fees – recognised at a point in time	**52**	76
	147	174

5. OTHER OPERATING INCOME

	Group	
	2021	**2020**
	$'000	**$'000**
Continuing operations		
Government grants	**14**	33
Interest income	**3**	13
Gain on disposal of property, plant and equipment	**–**	58
Others	**175**	91
	192	195
Discontinued operation (Note 17)		
Interest income	**7**	10
Others	**10**	–
	17	10

6. FINANCE COSTS

	Group	
	2021	**2020**
	$'000	**$'000**
Continuing operations		
Interest expenses on:		
Lease liabilities	**(*)**	1
Discontinued operation (Note 17)		
Interest expenses on:		
Bank loans	**1,799**	2,000

(*) Less than $1,000

7. LOSS FOR THE YEAR BEFORE TAX

The following items have been included in arriving at loss for the year before tax.

Cost of services rendered comprises:

	Group	
	2021	**2020**
	$'000	**$'000**
Continuing operations		
Project management costs	**77**	79
Valuation service costs	**16**	31
	93	110

The following items have been included in arriving at general and administrative expenses:

	Group	
	2021	**2020**
	$'000	**$'000**
Continuing operations		
Audit fees paid/payable to:		
– Auditor of the Company	**35**	35
– Other auditors	**3**	5
Non-audit fees paid/payable to:		
– Other auditors	**3**	4
Depreciation of property, plant and equipment (Note 9)	**4**	4
Amortisation of other intangible assets (Note 10)	**68**	69
Employee benefits	**231**	301
Non-executive directors' fees	**56**	56
Rental of premises	**2**	19
Discontinued operation (Note 17)		
Audit fees paid/payable to other auditors	**4**	4
Non-audit fees paid/payable to other auditors	**1**	2
Net foreign exchange loss	**551**	1
Depreciation of property, plant and equipment (Note 9)	**2**	2
Impairment of land held for property development (Note 17)	**5,387**	3,837

7. LOSS FOR THE YEAR BEFORE TAX (CONTINUED)

Employee benefits

	Group	
	2021	**2020**
	$'000	**$'000**
Continuing operations		
Employee benefits expense:		
– Salaries and bonuses	**193**	251
– Employer's contribution to defined contribution plans	**29**	36
– Other short-term benefits	**9**	14
	231	301

8. INCOME TAX EXPENSE

Major components of income tax expense for the years ended 31 December 2021 and 2020 are:

	Group	
	2021	**2020**
	$'000	**$'000**
Tax expense in respect of loss for the year		
Current income tax:		
– Underprovision in respect of prior years	**–**	3
Income tax expense for the year	**–**	3

Relationship between tax expense and accounting loss

The reconciliation between tax expense and the product of accounting loss multiplied by the applicable corporate tax rate for the years ended 31 December 2021 and 2020 is as follows:

	Group	
	2021	**2020**
	$'000	**$'000**
Loss for the year before tax		
Continuing operations	**(333)**	(536)
Discontinued operation	**(8,314)**	(6,505)
	(8,647)	(7,041)
Tax at Singapore statutory tax rate of 17%	**(1,470)**	(1,197)
Income not subject to taxation	**(23)**	(25)
Expenses not deductible for tax purposes	**1,858**	1,592
Deferred tax assets not recognised	**185**	61
Underprovision of tax	**–**	3
Effect of difference in tax rate	**(550)**	(431)
	–	3

9. PROPERTY, PLANT AND EQUIPMENT

Group	Computers $'000	Renovation $'000	Furniture and fixture $'000	Office equipment $'000	Motor vehicles $'000	Total $'000
Cost:						
At 1 January 2020	63	11	17	17	256	364
Disposals	–	–	–	–	(256)	(256)
Write off	–	(11)	–	–	–	(11)
At 31 December 2020	63	–	17	17	–	97
Write off	(2)	–	–	–	–	(2)
Reclassification to assets of disposal group classified as held-for-sale (Note 17)	–	–	(15)	(6)	–	(21)
At 31 December 2021	**61**	**–**	**2**	**11**	**–**	**74**
Accumulated depreciation:						
At 1 January 2020	60	11	6	5	256	338
Depreciation	1	–	2	3	–	6
Disposals	–	–	–	–	(256)	(256)
Write off	–	(11)	–	–	–	(11)
At 31 December 2020	61	–	8	8	–	77
Depreciation	1	–	2	3	–	6
Write off	(2)	–	–	–	–	(2)
Reclassification to assets of disposal group classified as held-for-sale (Note 17)	–	–	(8)	(4)	–	(12)
At 31 December 2021	**60**	**–**	**2**	**7**	**–**	**69**
Carrying amount:						
At 31 December 2021	**1**	**–**	**–**	**4**	**–**	**5**
At 31 December 2020	2	–	9	9	–	20

	2021 $'000	2020 $'000
Group		
Carrying amount:		
Continuing operations	**5**	20
Discontinued operation (Note 17)	**9**	–
	14	20

9. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Property, plant and equipment includes right-of-use asset of $3,000 (2020: $5,000) in office equipment which are presented together with the owned assets of the same class as the underlying assets. Details of the right-of-use assets are disclosed in Note 21(a).

Company	Computers $'000	Renovation $'000	Office equipment $'000	Total $'000
Cost:				
At 1 January 2020	10	12	8	30
Write off	–	(12)	–	(12)
At 31 December 2020 and 31 December 2021	10	–	8	18
Accumulated depreciation:				
At 1 January 2020	10	12	1	23
Depreciation	–	–	2	2
Write off	–	(12)	–	(12)
At 31 December 2020	10	–	3	13
Depreciation	–	–	2	2
At 31 December 2021	**10**	**–**	**5**	**15**
Carrying amount:				
At 31 December 2021	**–**	**–**	**3**	**3**
At 31 December 2020	–	–	5	5

10. INTANGIBLE ASSETS

Intangible assets arising from acquisition of subsidiaries are as follows:

Group	Goodwill $'000	Other intangible assets $'000	Total $'000
Cost:			
At 31 December 2020	3,768	3,000	6,768
Accumulated amortisation and impairment:			
At 1 January 2020	(3,768)	(2,863)	(6,631)
Amortisation	–	(69)	(69)
At 31 December 2020	(3,768)	(2,932)	(6,700)
Amortisation	–	(68)	(68)
At 31 December 2021	**(3,768)**	**(3,000)**	**(6,768)**
Carrying amount:			
At 31 December 2021	**–**	**–**	**–**
At 31 December 2020	–	68	68

10. INTANGIBLE ASSETS (CONTINUED)

Other intangible assets

Other intangible assets relate to contractual rights on project management contracts acquired in business combination and have been fully amortised during the financial year.

11. INVESTMENTS IN SUBSIDIARIES

	Company	
	2021	**2020**
	$'000	**$'000**
Unquoted shares, at cost	**108,913**	92,682
Allowance for impairment loss	**(99,151)**	(90,594)
	9,762	2,088

Movement in the above allowance:

	Company	
	2021	**2020**
	$'000	**$'000**
At January 1	**90,594**	84,354
Charge to profit or loss during the year	**8,565**	6,240
Writen off	**(8)**	–
At December 31	**99,151**	90,594

Management has assessed the impairment loss of the investments based on the operating and financial performance of the subsidiaries.

Impairment testing of investments in subsidiaries

Management performed an assessment of impairment in investments in subsidiaries. The recoverable amount of the subsidiaries is measured at fair value less costs of disposal ("FVLCD"). The FVLCD is determined based on net tangible assets of the respective entities which management have estimated that the book value is fairly comparable at market value which approximates the FVLCD. The fair value measurement is categorised as Level 3 fair value inputs to the valuation technique used. In 2021, impairment loss of $8,565,000 (2020: $6,240,000) was recognised for the investment in 3C Marina Park Sdn Bhd, Whitehouse Holdings Pte Ltd and 3C Property Consultants Pte Ltd for amount of $7,850,000 (2020: $6,240,000), $660,000 (2020: $Nil) and $55,000 (2020: $Nil) respectively due to losses incurred. A write-off on impairment loss of S$8,000 (2020: $Nil) was recognised for the investment in 3Cnergy Property Management Pte. Ltd. as the subsidiary has been struck off during the financial year.

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Impairment testing of investments in subsidiaries (Continued)

Investments in subsidiaries are as follows:

Name	Principal activities	Country of incorporation	Effective interest 2021 %	Effective interest 2020 %
Held by the Company:				
Whitehouse Holdings Pte Ltd(ii)	Dormant	Singapore	**100**	100
3Cnergy Property Management Pte Ltd(ii) (iv)	Dormant	Singapore	**–**	100
3Cnergy Sdn. Bhd.(iii)	Management and research on real estate	Malaysia	**100**	100
Orientis Solutions Sdn Bhd(iii)	Providing architectural design, project financial feasibility assessment, engineering expertise and construction management services	Malaysia	**100**	100
3C Marina Park Sdn Bhd(iii)	Property developer	Malaysia	**100**	100
Paxel Consultants Pte Ltd(ii) (iv)	Dormant	Singapore	**–**	100
3Cnergy Living Sdn Bhd(iii)	Dormant	Malaysia	**100**	100
3C Property Consultants Pte Ltd(i)	Property valuation	Singapore	**100**	100
3Cnergy Ventures R Sdn Bhd(iii) (v)	Dormant	Malaysia	**–**	100

(i) Audited by Mazars LLP, Singapore.

(ii) Not audited as the Company is dormant.

(iii) Audited by overseas member firms of Mazars LLP.

(iv) Deregistration of subsidiaries during the year. Following the deregistration of 3Cnergy Property Management Pte Ltd and Paxel Consultants Pte Ltd on 6 December 2021, the Group has deconsolidated the investment in 3Cnergy Property Management Pte Ltd and Paxel Consultants Pte Ltd. The deconsolidation of 3Cnergy Property Management Pte Ltd and Paxel Consultants Pte Ltd has no effect on the cash flows during the financial year.

(v) Dispose during the year.

Additional investment in a subsidiary

On 26 February 2021 and 10 December 2021, the Company subscribed for 20,000,000 and 30,000,000 units of ordinary shares in 3C Marina Park Sdn Bhd respectively, at RM1.00 each fully paid up in the capital of the subsidiary, by way of capitalisation of its advances made to the subsidiary, which amounting to S$16,269,000 in total.

The newly issued ordinary shares shall rank pari passu in all respects with the existing ordinary shares in the capital of the subsidiary.

Disposal of subsidiary

On 8 February 2021, the Company disposed of its entire interest in 3Cnergy Ventures R Sdn. Bhd. (“3CVR”) to a third party for an aggregate cash consideration of RM1.00.

12. LAND HELD FOR PROPERTY DEVELOPMENT

	Group	
	2021	**2020**
	$'000	**$'000**
At cost:		
At 1 January	**157,999**	157,958
Exchange difference	**(1,482)**	41
At 31 December	**156,517**	157,999
Less: Allowance for impairment	**(77,113)**	(71,726)
Less: Reclassification to assets of disposal group classified as held-for-sale (Note 17)	**(79,404)**	–
	–	86,273
Included in the land held for property development at cost are as follows:		
– Freehold land	**–**	124,366
– Development costs	**–**	33,633
	–	157,999
Movements in allowance for impairment:		
At 1 January	**(71,726)**	(67,889)
Allowance charged to profit or loss	**(5,387)**	(3,837)
Less: Reclassification to assets of disposal group classified as held-for-sale (Note 17)	**77,113**	–
At 31 December	**–**	(71,726)

In 2021, the Group carried out a review of the recoverable amount of its Land held for property development ("Freehold land") located at Puteri Harbour, Johor, Malaysia with size of 172,400 square metres (2020: 172,800 square metres). The review led to the recognition of an impairment loss of $5,387,000 (2020: $3,837,000) that has been recognised in profit or loss during the financial year. The recoverable amount of the relevant assets has been determined based on their fair value less costs of disposal.

Freehold land was revalued as at 31 December 2021 by Knight Frank Malaysia Sdn Bhd, an independent professional valuation firm. The valuation was determined by adopting the market comparable method which considers recent transaction prices for similar properties. The valuation conforms to International Valuation Standards.

The Group categorises the non-recurring fair value measurement of freehold land within Level 3 of the fair value hierarchy based on the inputs to the valuation technique used. As at 31 December 2021, the significant unobservable input was the price per square metre with the range of RM1,354 to RM1,738 (2020: RM1,438 to RM1,849).

Land held for property development of the Group amounting to $79,404,000 (2020: $86,273,000) has been pledged to a bank to secure credit facilities granted to the Group as disclosed in Note 22.

13. TRADE RECEIVABLES

	Group		Company	
	2021	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**
Trade receivables	**11**	22	**–**	–

The average credit period on trade receivables is 14 to 60 days (2020: 14 to 60 days). Trade receivables are non-interest bearing and are generally due upon billing. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Loss allowance for trade receivables are measured at an amount equal to lifetime expected credit losses ("ECL"). The ECL on trade receivables are estimated by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of the conditions at the reporting date. The Group has determined that the trade receivables are subject to insignificant credit loss.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for trade receivables.

Receivables that are past due but not impaired

The Group has trade receivables amounting to $9,000 (2020: $17,000) that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	Group	
	2021	**2020**
	$'000	**$'000**
Past due:		
– 1 to 30 days	**–**	4
– 31 to 90 days	**–**	1
– More than 180 days	**9**	12

14. OTHER RECEIVABLES AND DEPOSITS

	Group		Company	
	2021	2020	2021	2020
	$'000	$'000	$'000	$'000
Financial assets:				
Current				
– Other receivables	**26**	27	**–**	–
– Deposits	**8**	101	**1**	1
	34	128	**1**	1

	Group		Company	
	2021	2020	2021	2020
	$'000	$'000	$'000	$'000
Other receivables and deposits:				
– Continuing operations	**34**	128	**1**	1
– Discontinued operation (Note 17)	**84**	–	**–**	–
	118	128	**1**	1

The deposits are refundable upon expiry of lease agreements.

Loss allowance for other receivables are measured at an amount equal to 12 months expected credit losses ("ECL"). For purpose of impairment assessment, other receivables are considered to have low credit risk as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since initial recognition. The Group has determined that the other receivables are subject to immaterial credit loss.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

15. AMOUNTS DUE FROM/(TO) SUBSIDIARIES

	Company	
	2021	2020
	$'000	$'000
Amounts due from subsidiaries	**21,976**	38,423
Less: Allowance for doubtful debts	**(1,298)**	(1,345)
Amounts due from subsidiaries, net	**20,678**	37,078
Movement in allowance accounts:		
– At January 1	**1,345**	2,934
– Charge for the year	**69**	–
– Write off	**(116)**	(1,589)
At December 31	**1,298**	1,345
Amounts due to subsidiaries	**–**	(754)

15. AMOUNTS DUE FROM/(TO) SUBSIDIARIES (CONTINUED)

The amounts due from/(to) subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand in cash.

For the purpose of impairment assessment, other than the credit-impaired amount due from a subsidiary, the amounts due from subsidiaries are considered to have low credit risk as the timing of payment is controlled by the ultimate holding company taking into account cash flow management within the ultimate holding company's group of companies and there has been no significant increase in the risk of default on the amounts due from subsidiaries since initial recognition. Accordingly, for the purpose of impairment assessment for the amounts due from subsidiaries, the loss allowance is measured at an amount equal to 12-month expected credit losses ("ECL").

In determining the ECL, management has taken into account the financial position of the subsidiaries, adjusted for factors that are specific to the subsidiaries and general economic conditions of the industry in which the subsidiaries operate, in estimating the probability of default of the amounts due from subsidiaries as well as the loss upon default. Management determines the amounts due from subsidiaries are subject to immaterial credit loss.

Allowance for ECL

At the end of the reporting period, the Company provided an additional allowance of $69,000 (2020: $Nil) for amount due from a subsidiary as the subsidiary has been suffering financial losses for the current and past financial years.

16. CASH AND CASH EQUIVALENTS AND PLEDGED FIXED DEPOSITS

	Group		**Company**	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Fixed deposits	**48**	48	**–**	–
Cash at banks	**1,312**	2,071	**443**	784
	1,360	2,119	**443**	784
Less: Pledged fixed deposits	**–**	(48)	**–**	–
Less: Reclassification of cash at banks to disposal group assets classified as held-for-sale (Note 17)	**(48)**	–	**–**	–
Less: Reclassification of cash at banks to disposal group assets classified as held-for-sale (Note 17)	**(619)**	–	**–**	–
Cash and cash equivalents	**693**	2,071	**443**	784

Cash at banks earns interest at floating rates based on daily bank deposit rates ranging from 0.78% (2020: 0.78%) per annum.

The fixed deposits have been pledged to a licensed bank as security for revolving credit facility granted to the Group as disclosed in Note 22. The fixed deposits earn interest at 1.50% (2020: 1.65%) per annum.

17. DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE

During the financial year, the management is committed to a plan to dispose its wholly owned subsidiary, 3C Marina Park Sdn. Bhd. ("3CMP") to Puteri Harbour Pte Ltd, a related party. As at 31 December 2021, the management has assessed that the disposal of 3CMP as highly probable in accordance to SFRS(I) 5 and accordingly classified 3CMP as a disposal group held-for-sale.

On 23 February 2022, the Company entered into a conditional sale and purchase agreement with Puteri Harbour Pte Ltd, a related party, to dispose of its entire interests in 3C Marina Park Sdn. Bhd. ("3CMP") for an aggregate consideration of $36 million. The transaction is expected to be completed by May 2022.

On 23 February 2022, the Company announced the proposed disposal of 3CMP and the proposed capital reduction and cash distribution ("proposed transactions"). The proposed transactions were approved by independent shareholders during an extraordinary general meeting held on 22 March 2022.

As at 31 December 2021, the assets and liabilities relating to 3CMP are classified as a disposal group held-for-sale and are presented in the statement of financial position as "Assets of disposal group classified as held-for-sale" and "Liabilities of disposal group classified as held-for-sale". 3CMP's results are presented separately in the statement of profit or loss and other comprehensive income as "Loss from discontinued operation, net of tax". 3CMP constitutes the Group's property development segment.

The major classes of assets and liabilities of 3CMP as at 31 December are as follows:

	2021 **$'000**
Assets:	
Property, plant and equipment (Note 9)	**9**
Land held for property development (Note 12)	**79,404**
Other receivables and deposits (Note 14)	**84**
Tax recoverable	**4**
Cash and cash equivalents (Note 16)	**619**
Pledged fixed deposits (Note 16)	**48**
Assets of disposal group classified as held-for-sale	**80,168**
Liabilities:	
Trade payables (Note 18)	**6**
Accruals and other payables (Note 19)	**4,217**
Bank borrowings (Note 22)	**46,479**
Liabilities of disposal group classified as held-for-sale	**50,702**
Net assets of disposal group classified as held-for-sale	**29,466**

17. DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE (CONTINUED)

All the financial assets and liabilities held by 3CMP are denominated in Malaysian Ringgit.

The results of 3CMP for the financial years ended 31 December are as follows:

	2021 $'000	2020 $'000
Other operating income (Note 5)	**17**	10
General and administrative expenses (Note 7)	**(6,532)**	(4,515)
Finance costs (Note 6)	**(1,799)**	(2,000)
Loss before tax from discontinued operation	**(8,314)**	(6,505)
Income tax expense (Note 8)	**–**	–
Loss from discontinued operation, net of tax	**(8,314)**	(6,505)

Cash flow statement disclosures

	2021 $'000	2020 $'000
Operating	**(2,428)**	(2,071)
Financing	**2,000**	(495)
Net cash outflows	**(428)**	(2,566)

Loss per share disclosures (Note 25)

	2021 $	2020 $
Loss per share from discontinued operation attributable to owners of the Company (cents):		
Basic and Diluted	**0.27**	0.21

The basic and diluted loss per share from discontinued operation are calculated by dividing the loss from discontinued operation, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares for basic earnings per share computation and weighted average number of ordinary shares for diluted earnings per share computation respectively.

18. TRADE PAYABLES

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Trade payables	**5**	28	**5**	1
Trade payables:				
– Continuing operations	**5**	–	**–**	–
– Discontinued operation (Note 17)	**6**	–	**–**	–
	11	–	**–**	–

19. ACCRUALS AND OTHER PAYABLES

	Group		Company	
	2021	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**
Other payables	**18**	188	**4**	139
Loan from related party	**–**	2,200	**–**	–
Accrued expenses	**98**	196	**86**	98
Deposits collected	**7**	7	**–**	–
	123	2,591	**90**	237
Accruals and other payables:				
– Continuing operations	**123**	–	**–**	–
– Discontinued operation (Note 17)	**4,217**	–	**–**	–
	4,340	–	**–**	–

The loan from related party is non-trade in nature, unsecured, non-interest bearing and is repayable on demand.

20. CONTRACT LIABILITIES

	Group	
	2021	**2020**
	$'000	**$'000**
Gross amount due to customers for project management contracts	**535**	443

Contract liability relating to gross amount due to customer for project management contracts. These arise when a particular milestones payment exceeds the revenue recognised to date under the cost-to-cost method.

The following table shows how much of the revenue recognised in the current reporting period relates to brought-forward contract liabilities. There was no revenue recognised in the current reporting period that related to performance obligations that were satisfied in a prior year.

The Group's revenue recognised that was included in the contract liabilities balance at the beginning of the period:

	Group	
	2021	**2020**
	$'000	**$'000**
Gross amount due to customers for project management contracts	**95**	98

21. THE GROUP AS A LESSEE

The Group leases an office equipment for five years. The lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The Group's obligations under such lease is secured by the lessor's title to the leased asset, which will revert to the lessor in the event of default by the Group.

21(a) Right-of-use asset

The carrying amount of right-of-use asset by class of underlying asset classified within property, plant and equipment as follows:

Group and Company	Office equipment $'000
At 1 January 2020	7
Depreciation	(2)
At 31 December 2020	5
Depreciation	(2)
At 31 December 2021	**3**

The total cash outflow for leases during the financial year ended 31 December 2021 is $1,000 (2020: $16,000).

21(b) Lease liabilities

	Group and Company	
	2021 $'000	**2020 $'000**
Lease liabilities – non-current	**2**	4
Lease liabilities – current	**2**	1
	4	5

The maturity analysis of lease liabilities is disclosed in Note 29.

21(c) Amounts recognised in profit or loss

	Group	
	2021 $'000	**2020 $'000**
Interest expense on lease liabilities	(*)	1
Expense relating to short-term leases	2	19

(*) Less than $1,000

22. BANK BORROWINGS

	Group	
	2021	2020
	$'000	$'000
Term loan	**28,676**	29,180
Revolving credit	**17,803**	18,117
Less: Reclassification to disposal group liabilities classified as held-for-sale (Note 17)	**(46,479)**	–
	–	47,297
The bank borrowings are repayable as follows:		
Current:		
– Repayable not later than 1 year	**–**	18,117
Non-current:		
– Repayable later than 1 year and not later than 2 years	**–**	1,428
– Repayable later than 2 years and not later than 5 years	**–**	27,752
	–	29,180
	–	47,297

(a) Term loan:

As of 31 December 2021, the Group has a term loan facility from a licensed bank of $28,676,000 (2020: $29,180,000). Interest rate for the term loan is 3.84% (2020: 3.84% – 4.88%) per annum. The term loan is secured by way of the following:

(i) the facility agreements;

(ii) a charge over the Freehold land as disclosed in Notes 12 and 17; and

(iii) a general debenture creating a fixed and floating charge over the assets of the Group.

(b) Revolving credit:

As of 31 December 2021, the Group has a revolving credit facility from a licensed bank of $17,803,000 (2020: $18,117,000). Interest rate for the revolving credit is ranging from 3.84% to 3.94% (2020: 3.84% to 4.98%) per annum. The revolving credit is secured by way of the following:

(i) existing facility agreements;

(ii) a charge over the Freehold land as disclosed in Notes 12 and 17;

(iii) a second general debenture creating a fixed and floating charge over the assets of the Group; and

(iv) fixed deposits as disclosed in Note 16.

The carrying amount of the bank borrowings approximates their fair values.

23. DEFERRED TAX LIABILITIES

Deferred tax as at 31 December relates to the following:

	Group	
	2021	2020
	$'000	$'000
Deferred tax liabilities:		
– Differences in depreciation for tax purposes	**(1)**	(1)

No deferred tax liability has been recognised in respect of undistributed earnings of subsidiaries which would be subject to withholding tax if transferred out of the country. The Group is in a position to control the timing of the transfer of these retained earnings and do not expect the retained earnings to be remitted such as to attract withholding tax in the foreseeable future.

The following deductible temporary difference has not been recognised:

	Group	
	2021	2020
	$'000	$'000
Tax losses	**4,393**	4,747

The tax losses are subject to agreement by tax authorities and compliance with tax regulations in the respective countries in which the Company and certain subsidiaries operate. Deferred tax assets have not been recognised in respect of the tax losses due to uncertainty in the availability of future taxable profit against which the Group and the Company can utilise the tax losses.

24. SHARE CAPITAL

	Group			
	2021	2020	2021	2020
	Number of ordinary shares		$'000	$'000
Issued and paid up				
At 1 January and 31 December	**3,067,053,978**	3,067,053,978	**143,292**	143,292

	Company			
	2021	2020	2021	2020
	Number of ordinary shares		$'000	$'000
Issued and paid up				
At 1 January and 31 December	**3,067,053,978**	3,067,053,978	**177,822**	177,822

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

25. LOSS PER SHARE

Basic loss per ordinary share is computed by dividing the loss attributable to the equity holders from continuing operations of the Group in each financial year by the weighted average number of ordinary shares in issue during the respective financial year.

There were no dilutive ordinary shares in existence during the current financial year reported on and the previous corresponding year. Accordingly, the basic and fully diluted loss per share for the respective financial year were the same.

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

	Group	
	2021	**2020**
	$'000	**$'000**
Loss for the year attributable to owners of the Company used in the computation of basic and diluted loss per share		
– Continuing operations	**(333)**	(539)
– Discontinued operation	**(8,314)**	(6,505)

	No of shares	
	2021	**2020**
	$'000	**$'000**
Weighted average number of ordinary shares for basic and diluted loss per share computation	**3,067,054**	3,067,054

The basic and diluted loss per share are calculated by dividing the loss for the year attributable to owners of the Company by the weighted average number of ordinary shares for basic loss per share computation and weighted average number of ordinary shares for diluted loss per share computation respectively.

26. CONTINGENT LIABILITIES, UNSECURED

As at 31 December 2021, the Company had given guarantees amounting to $82,544,000 (2020: $83,997,000) to a bank in respect of banking facilities granted to a subsidiary (Note 11).

The Company has not recognised any liability in respect of the guarantees given to the bank for banking facilities granted to the subsidiary as the Company's directors have assessed that the likelihood of the Company defaulting on repayment of its loan is remote.

As at the end of the financial year, the total amount of loans outstanding covered by the guarantees is $46,479,000 (2020: $47,297,000). Such guarantees are in the form of a financial guarantee as they require the Company to reimburse the respective bank if the respective subsidiary to which the guarantees were extended fail to make principal or interest repayments when due in accordance with the terms of the borrowings. There has been no default or non-repayment since the utilisation of the banking facility.

As at the end of the financial year, the Company had also given undertakings to certain subsidiaries (Note 11) to provide continued financial support to these subsidiaries to enable them to operate as going concerns and to meet their obligations as and when they fall due for at least 12 months from the financial year end.

27. HOLDING COMPANY AND RELATED COMPANY TRANSACTIONS

The Company is a subsidiary of Phileo Capital Limited, a company incorporated in the Cayman Islands. The entire issued and paid-up share capital of Phileo Capital Limited is held by TMF Trustees Singapore Limited, the trustee of a family trust of which Mr Tong Kooi Ong is the sole beneficiary.

Related companies in these financial statements refer to members of the Company's group of companies.

Some of the Group's transactions and arrangements are between members of the Group and the effect of these on the basis determined between the parties is reflected in these financial statements. The balances with related companies are unsecured, interest-free and repayable on demand unless otherwise stated.

28. RELATED PARTY TRANSACTIONS

Some of the Group's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements. The balances are unsecured, interest-free and repayable on demand unless otherwise stated.

Significant transactions with related parties during the financial year, other than those disclosed elsewhere in the financial statements, include the following:

	Group		Company	
	2021	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**
Income				
Project Management Consultancy fee from a company in which a substantial shareholder of the Company has substantial interest*	**95**	98	**–**	–
Management fees charged to subsidiary	**–**	–	**13**	11
Expense				
Rental cost paid to a company in which a substantial shareholder of the Company has substantial interest	**1**	2	**–**	–
Others				
Loan from related party – Puteri Harbour Pte Ltd	**4,200**	2,200	**–**	–

28. RELATED PARTY TRANSACTIONS (CONTINUED)

Transactions with companies related to controlling shareholder

A subsidiary, Orientis Solutions Sdn Bhd ("Orientis") has project management contracts with Publiq Development Group Sdn Bhd, in which a non-executive director has substantial interest. The total fees for these contracts amount to RM9.8 million ($3,227,000).

* The total progress billing to Publiq Development Group Sdn Bhd for the year ended 31 December 2021 is $195,000 (2020: $197,000).

The remuneration of directors and other key management during the financial year was as follows:

	Group	
	2021	**2020**
	$'000	**$'000**
Short-term employee benefits	**192**	255
Employer's contribution to defined contribution plans	**27**	34
	219	289
Comprises amounts paid to:		
– Other key management personnel	**219**	289

The remuneration of directors and other key management is determined by the Compensation and Remuneration Committee having regards to the performance of individuals and market trends.

29. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

The Group and the Company are exposed to financial risks arising from operations and the use of financial instruments. The key financial risks include credit risk and liquidity risk. The Board of Directors reviews and approves policies and procedures for the management of these risks which are also executed by the active directors. It is and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

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

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.

29. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of reporting period:

	Group		Company	
	2021	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**
Financial assets				
Financial assets at amortised cost:				
– Trade and other receivables	**45**	150	**1**	1
– Amounts due from subsidiaries	**–**	–	**20,678**	37,078
– Pledged fixed deposits	**–**	48	**–**	–
– Cash and cash equivalents	**693**	2,071	**443**	784
	738	2,269	**21,122**	37,863
Financial liabilities				
Financial liabilities at amortised cost:				
– Trade and other payables	**128**	2,619	**95**	238
– Amounts due to subsidiaries	**–**	–	**–**	754
– Bank borrowings	**–**	47,297	**–**	–
– Lease liabilities	**4**	5	**4**	5
	132	49,921	**99**	997

(b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and short-term deposits), the Group and Company has adopted a policy of only dealing with high credit rating counterparties. The Group manages these risks by monitoring credit-worthiness and limiting the aggregate risk to any individual counterparty. Therefore, the Group does not expect to incur material credit losses on its financial assets.

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying value of each class of financial assets recognised in the statements of financial position.

The Group develops and maintains its credit risk gradings to categorise exposures according to their degree of risk of default. The Group uses its own trading records to rate its major customers and other debtors.

29. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

(b) Credit risk management (Continued)

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising expected credit losses (ECL)
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL.
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired.
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL – credit-impaired.
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off.

The table below details the credit quality of the Group's financial assets and other items, as well as maximum exposure to credit risk rating grades:

	Note	Internal credit rating	12-month or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
Group						
2021						
Trade receivables	**13**	**Note**	**Lifetime ECL**	**11**	**–**	**11**
Other receivables	**14**	**Performing**	**12-month ECL**	**34**	**–**	**34**
2020						
Trade receivables	13	Note	Lifetime ECL	22	–	22
Other receivables	14	Performing	12-month ECL	128	–	128

	Note	Internal credit rating	12-month or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
Company						
2021						
Other receivables	**14**	**Performing**	**12-month ECL**	**1**	**–**	**1**
Amounts due from subsidiaries	**15**	**Performing**	**12-month ECL**	**20,678**	**–**	**20,678**
Amount due from a subsidiary	**15**	**In default**	**Lifetime ECL**	**1,298**	**(1,298)**	**–**
					(1,298)	
2020						
Other receivables	14	Performing	12-month ECL	1	–	1
Amounts due from subsidiaries	15	Performing	12-month ECL	38,423	(1,345)	37,078
					(1,345)	

29. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

(b) Credit risk management (Continued)

Note: For trade receivables, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by estimating based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms.

Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the country profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group			
	2021		2020	
	$'000	**% of total**	**$'000**	**% of total**
By country				
Singapore	**11**	**100%**	22	100%
	11	**100%**	22	100%

At the end of the reporting period, approximately 100% (2020: 95%) of the Group's trade receivables were due from 2 (2020: 3) major customers who are located in Singapore (2020: Singapore).

(c) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arise primarily from mismatches of collections and payments timing. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's and the Company's liquidity risk management policy is to maintain sufficient liquid financial assets to pay for liabilities that are due in the next six months.

29. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

(c) Liquidity risk (Continued)

Analysis of financial instruments by remaining contractual maturities

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

	2021					2020					
Group	**Carrying amount $'000**	**Weighted average effective interest rate %**	**One year or less $'000**	**Two to five years $'000**	**Contractual cash flow $'000**	**Carrying amount $'000**	**Weighted average effective interest rate %**	**One year or less $'000**	**Two to five years $'000**	**More than five years $'000**	**Contractual cash flow $'000**
Undiscounted financial assets											
Trade receivables	**11**	**–**	**11**	**–**	**11**	22	–	22	–	–	22
Other receivables	**34**	**–**	**34**	**–**	**34**	128	–	128	–	–	128
Pledged fixed deposit	**–**	**–**	**–**	**–**	**–**	48	1.65	48	–	–	48
Cash and cash equivalents	**693**	**0.78**	**693**	**–**	**693**	2,071	0.78	2,071	–	–	2,071
Total undiscounted financial assets	**738**		**738**	**–**	**738**	2,269		2,269	–	–	2,269
Undiscounted financial liabilities											
Trade and other payables	**128**	**–**	**128**	**–**	**128**	2,619	–	2,619	–	–	2,619
Lease liabilities	**4**	**3.70**	**2**	**2**	**4**	5	3.70	1	4	–	5
Bank borrowings	**–**	**–**	**–**	**–**	**–**	47,297	5.00	19,299	21,824	10,977	52,100
Total undiscounted financial liabilities	**132**		**130**	**2**	**132**	49,921		21,919	21,828	10,977	54,724
Total net undiscounted financial assets/(liabilities)	**606**		**608**	**(2)**	**606**	(47,652)		(19,650)	(21,828)	(10,977)	(52,455)

29. **FINANCIAL INSTRUMENTS AND FINANCIAL RISKS** (CONTINUED)

(c) **Liquidity risk** (Continued)

Analysis of financial instruments by remaining contractual maturities (Continued)

	2021					2020				
Company	**Carrying amount $'000**	**Weighted average effective interest rate %**	**One year or less $'000**	**Two to five years $'000**	**Contractual cash flow $'000**	**Carrying amount $'000**	**Weighted average effective interest rate %**	**One year or less $'000**	**Two to five years $'000**	**Contractual cash flow $'000**
Undiscounted financial assets										
Other receivables	**1**	**–**	**1**	**–**	**1**	1	–	1	–	1
Amounts due from subsidiaries	**20,678**	**–**	**20,678**	**–**	**20,678**	37,078	–	37,078	–	37,078
Cash and cash equivalents	**443**	**0.78**	**443**	**–**	**443**	784	0.78	784	–	784
Total undiscounted financial assets	**21,122**		**21,122**	**–**	**21,122**	37,863		37,863	–	37,863
Undiscounted financial liabilities										
Trade and other payables	**95**	**–**	**95**	**–**	**95**	238	–	238	–	238
Amounts due to subsidiaries	**–**	**–**	**–**	**–**	**–**	754	–	754	–	754
Lease liabilities	**4**	**3.70**	**2**	**2**	**4**	5	3.70	1	4	5
Total undiscounted financial liabilities	**99**		**97**	**2**	**99**	997		993	4	997
Total net undiscounted financial assets/(liabilities)	**21,023**		**21,025**	**(2)**	**21,023**	36,866		36,870	(4)	36,866

29. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

(d) Foreign currency risk

The Group transacts mainly in its respective Group entities' functional currency, hence does not have significant foreign currency exposure. Accordingly, no sensitivity analysis was performed.

The Company has investments in foreign subsidiaries, whose net assets are exposed to currency translation risk. The Group does not currently designates its foreign currency denominated debts as a hedging instruments for the purpose of hedging the exposure of its foreign operations.

(e) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk through the impact of interest rate changes on interest-bearing liabilities, which consist of the bank borrowings (Note 22).

The sensitivity analyses below have been determined based on the exposure to interest rates on interest-bearing liabilities at the end of the reporting period. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of possible change in interest rates.

If interest rates had been 100 basis points higher and all other variables were held constant, and on the assumption that no interest expense is capitalised, loss for the year ended 31 December 2021 would increase by approximately $465,000 (2020: $473,000). If interest rates had been 100 basis points lower and all other variables were held constant, the effect on loss for the year will be vice versa.

(f) Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure consisting of equity attributable to owners of the Company, comprising share capital net of accumulated losses and makes adjustments to it in accordance to its capital requirements. No changes were made in the objectives, policies or processes during the years ended 31 December 2021 and 31 December 2020. The Group monitors the level of debt and equity, which is the equity attributable to the owners of the Company.

The Group is not subject to any externally imposed capital requirements.

The Group monitors capital based on a gearing ratio and the gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as borrowings plus trade and other payables and lease liabilities less cash and cash equivalents.

	2021 $'000	2020 $'000
Net debt	**(561)**	47,850
Total equity	**29,548**	38,278
Gearing ratio	**NM**	125%

NM: not meaningful

30. FAIR VALUE OF FINANCIAL INSTRUMENTS

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. There are no financial instruments carried at fair value.

(a) Fair value of financial instruments by class that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

Determination of fair value

Management has determined that the carrying amounts of cash and cash equivalents and fixed deposits, trade receivables, other receivables and deposits, amounts due from subsidiaries and trade and other payables and accruals reasonably approximate their fair values because these are mostly short term in nature other than leases liabilities and bank borrowings disclosed in Notes 21 and 22 respectively.

(b) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value

The fair values of finance lease obligations have been determined using discounted cash flows. The discount rates used are the current market incremental lending rates for similar types of lending and leasing arrangements. The fair value of finance lease obligations is as follows:

	2021		2020	
	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
Group and Company	**$'000**	**$'000**	**$'000**	**$'000**
Lease liabilities (Note 21)	**4**	**4**	5	5

31. SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors. The Board of Directors is responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by management.

Management considers that the entire Group's operations constitute a single segment which is real estate property and development consultancy and two geographical segments which are Singapore and Malaysia.

Real estate and property development consultancy segment comprised real estate development and related consultancy including architectural design, project financial feasibility assessment, engineering expertise and construction management services.

Management monitors the operating results of its business units for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which is measured similarly to operating profit or loss in the consolidated financial statements.

31. SEGMENT INFORMATION (CONTINUED)

Geographical segments

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

	Revenue		Non-current assets	
	2021	2020	2021	2020
	$'000	$'000	$'000	$'000
Singapore	**52**	76	**4**	5
Malaysia	**95**	98	**1**	86,356
	147	174	**5**	86,361

Non-current assets information presented above consist of property, plant and equipment, goodwill, intangible assets and land held for property development as presented in the statement of financial position.

Reconciliations of reportable segment profit or loss and other material items

	2021	2020
	$'000	$'000
Profit or loss		
Total loss for reportable segment	**(8,647)**	(7,041)
Elimination of discontinued operation	**8,314**	6,505
Consolidated loss before income tax	**(333)**	(536)

	Reportable seqment $'000	Discontinued operation (Note 17) $'000	Total $'000
Other material items 2021			
Finance costs	(1,799)	1,799	–
Impairment of land held for property development	(5,387)	5,387	–
Other material items 2020			
Finance costs	(2,001)	2,000	1
Impairment of land held for property development	(3,837)	3,837	–

Information about major customers

Revenue from the major customers which accounts for 10% or more of the Group's revenue are as follows:

	Group and Company	
	2021	2020
	$'000	$'000
Customer 1	**95**	98
Customer 2	**50**	45

32. EVENTS SUBSEQUENT TO THE REPORTING DATE

On 23 February 2022, the Company entered into a conditional sale and purchase agreement with Puteri Harbour Pte Ltd, a related party, to dispose of its entire interests in 3C Marina Park Sdn Bhd ("3CMP") for an aggregate consideration of $36 million. The transaction is expected to be completed by May 2022.

On 23 February 2022, the Company announced the proposed disposal of 3CMP and the proposed capital reduction and cash distribution ("proposed transactions"). The proposed transactions were approved by independent shareholders during an extraordinary general meeting held on 22 March 2022.

33. DEVELOPMENT OF COVID-19 OUTBREAK AND ITS CORRESPONDING IMPACT ON THE GROUP

COVID-19 outbreak has brought about an unprecedented challenge for many entities, with increased uncertainty in the global economy. As the situation is still evolving, the full effect of the outbreak is still uncertain and the Group is therefore unable to provide a quantitative estimate of the potential impact of this outbreak on the Group. The Group continues to monitor and evaluate any possible impact on the Group´s business and will consider implementation of various measures to mitigate the effects arising from the COVID-19 situation. Based on management's latest assessment, there is no indicator that the going concern assumption used by the Group in preparing the financial statement is inappropriate.

STATISTICS OF SHAREHOLDINGS

AS AT 18 MARCH 2022

Class of shares	:	Ordinary Shares
Voting rights	:	One vote per ordinary share
Number of issued shares	:	3,067,053,978
Number of treasury shares	:	NIL
Number of subsidiary holdings	:	NIL

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 18 MARCH 2022

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	4	0.51	206	0.00
100 – 1,000	271	34.88	149,400	0.01
1,001 – 10,000	127	16.35	542,150	0.02
10,001 – 1,000,000	330	42.47	70,974,701	2.31
1,000,001 AND ABOVE	45	5.79	2,995,387,521	97.66
	777	**100.00**	**3,067,053,978**	**100.00**

TWENTY TWO LARGEST SHAREHOLDERS AS AT 18 MARCH 2022

	SHAREHOLDER'S NAME	NO. OF SHARES	%
1	UOB KAY HIAN PTE LTD	1,769,365,889	57.69
2	CHAMPION BRAVE SDN BHD	636,815,920	20.76
3	CITIBANK NOMINEES SINGAPORE PTE LTD	201,129,073	6.56
4	OCBC SECURITIES PRIVATE LTD	123,592,485	4.03
5	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	71,830,674	2.34
6	RAFFLES NOMINEES (PTE) LIMITED	47,037,442	1.53
7	DBS NOMINEES PTE LTD	23,313,190	0.76
8	ROLLES RUDOLF JURGEN AUGUST OR NELLY MENON MRS NELLY ROLLES @Y M L	19,708,266	0.64
9	TAN AI NEO GRACIE	13,333,332	0.43
10	SEE LIM BOON	6,495,000	0.21
11	PHILLIP SECURITIES PTE LTD	5,321,098	0.17
12	GOH GUAN SIONG (WU YUANXIANG)	4,519,000	0.15
13	ALPHA SECURITIES PTE LTD	4,000,000	0.13
14	HSBC (SINGAPORE) NOMINEES PTE LTD	4,000,000	0.13
15	MAYBANK SECURITIES PTE. LTD.	3,523,767	0.11
16	HO BENG SIANG	3,521,700	0.11
17	OCBC NOMINEES SINGAPORE PTE LTD	3,282,300	0.11
18	TAN ENG CHUA EDWIN	3,192,500	0.10
19	UNITED OVERSEAS BANK NOMINEES PTE LTD	3,183,300	0.10
20	TAY GIOK CHAI	3,000,000	0.10
21	THAM FOO KHEY	3,000,000	0.10
22	WONG WEE SIONG	3,000,000	0.10
	TOTAL:	**2,956,164,936**	**96.36**

STATISTICS OF SHAREHOLDINGS

AS AT 18 MARCH 2022

SHAREHOLDING HELD IN THE HANDS OF PUBLIC

Based on information available to the Company as at 18 March 2022, approximately *11.20% of the issued ordinary shares of the Company were held in the hands of the public. Accordingly, Rule 723 of the Catalist Rules is complied with.

SUBSTANTIAL SHAREHOLDERS AS AT 18 MARCH 2022

(As recorded in the Register of Substantial Shareholders)

		Direct Interest		Deemed Interest	
No.	**Name**	**No. of shares**	**%**	**No. of shares**	**%**
1	Phileo Capital Limited	1,447,947,840(1)	47.21	–	–
2	TMF Trustees Singapore Limited(2)	–	–	1,447,947,840	47.21
3	Mr Tong Kooi Ong(3)	–	–	1,447,947,840	47.21
4	Halfmoon Bay Capital Limited	199,004,973(4)	6.49	–	–
5	Tan Sri Wan Azmi bin Wan Hamzah(5)	–	–	318,407,958	10.38
6	Champion Brave Sdn. Bhd.	636,815,920	20.76	–	–
7	Tan Sri Lee Oi Hian(6)	–	–	636,815,920	20.76
8	Casi Management Sdn Bhd(7)	318,407,958	10.38	–	–
9	Tan Sri Dato' Surin Upatkoon(8)	–	–	318,407,958	10.38

Notes:–

(1) The entire shares are held in the name of UOB Kay Hian Pte Ltd.

(2) By virtue of Section 4 of the Securities and Futures Act (Chapter 289) of Singapore ("SFA"), TMF Trustees Singapore Limited ("TMF Trustees") is deemed interested in the shares held by Phileo Capital Limited ("Phileo Capital") which is 100% held by TMF Trustees.

(3) By virtue of Section 4 of the SFA, Mr Tong Kooi Ong ("Mr Tong") is deemed interested in the shares held by Phileo Capital as Mr Tong is the sole ultimate beneficial owner of Phileo Capital through TMF Trustees, the trustee of a family trust of which Mr Tong is the sole beneficiary.

(4) The entire shares are held in the name of Citibank Nominees Singapore Pte Ltd.

(5) By virtue of Section 4 of the SFA, Tan Sri Wan Azmi bin Wan Hamzah is deemed interested in the shares held by Golden Ring Worldwide Ltd ("Golden Ring") and Halfmoon Bay Capital Limited ("Halfmoon Bay") as he holds 100% and 28.57% of shares in Golden Ring and Halfmoon Bay, respectively.

(6) By virtue of Section 4 of the SFA, Tan Sri Lee Oi Hian is deemed interested in the shares held by Champion Brave Sdn. Bhd. ("Champion Brave") as he is a 99.99% majority shareholder of Champion Brave.

(7) The entire shares are held in the name of UOB Kay Hian Pte Ltd for Metra Nominees Sdn Bhd, appointed nominee for Casi Management Sdn Bhd ("Casi").

(8) By virtue of Section 4 of the SFA, Tan Sri Dato' Surin Upatkoon is deemed interested in the shares held by Casi as he is a 92.72% majority shareholder of Casi.

NOTICE OF **ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of 3Cnergy Limited (the "**Company**") will be held by way of electronic means on **Tuesday, 26 April 2022** at **2.30 p.m.** (the "**AGM**") for the following purposes:

Ordinary Business

1. To receive and adopt the directors' statement and audited financial statements of the Company for the financial year ended 31 December 2021 together with the auditors' report thereon.

(Resolution 1)

2. To approve the payment of directors' fees of S$80,351/- for the financial year ending 31 December 2022 (2021: S$56,000), to be paid half yearly in arrears.

(Resolution 2)

3. To re-elect Ms Au Foong Yee who is retiring pursuant to article 103 of the Company's constitution.

(Resolution 3)
[see Explanatory Note (i)]

4. To re-elect Mr Loh Chen Peng who is retiring pursuant to article 99 of the Company's constitution.

(Resolution 4)
[see Explanatory Note (ii)]

5. To re-appoint Messrs Mazars LLP as the Company's auditors and to authorise the directors of the Company to fix their remuneration.

(Resolution 5)

6. To transact any other ordinary business which may properly be transacted at an annual general meeting.

Special Business

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

7. **Authority to allot and issue shares**

That pursuant to section 161 of the Companies Act 1967 of Singapore (the "**Act**") and rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Rules of Catalist**"), the directors of the Company be authorised and empowered to:

(I) (a) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(b) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the directors of the Company may, in their absolute discretion, deem fit; and

(II) notwithstanding that the authority conferred by this resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the directors of the Company while this resolution was in force, provided that:

(a) the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) pursuant to this resolution, shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) other than on a pro rata basis to the existing shareholders of the Company shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (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 (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) that may be issued under sub-paragraph (a) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 of share options or vesting of share awards, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (b)(i) or (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution;

(c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Company's constitution for the time being of the Company; and

(d) the authority conferred by this resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

(Resolution 6)

[see Explanatory Note (iii)]

8. **Approval for Renewal of Shareholders' Mandate for Interested Person Transactions**

That:

(I) approval be and is hereby given, for the purposes of Chapter 9 of the Rules of Catalist ("**Chapter 9**") for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Addendum with the class of interested persons described in the Addendum, provided that the procedures for determining transaction prices are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders (the "**IPT Mandate**");

(II) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;

(III) the audit committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures and/or to modify or implement such review procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and

(IV) the board of directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this resolution.

(Resolution 7)
[see Explanatory Note (iv)]

By Order of the Board

Ong Pai Koo @ Sylvester
Independent Non-Executive Chairman

Singapore, 11 April 2022

Explanatory Notes:

(i) Subject to her re-election, Ms Au Foong Yee will remain as a non-independent non-executive director of the Company, a member of the audit committee, nominating committee, and remuneration committee. Detailed information on Ms Au Foong Yee can be found in the "**Board of Directors**", "**Directors' Statement**" and "**Report on Corporate Governance**" sections of the Company's Annual Report 2021. Ms Au Foong Yee is considered non-independent for the purpose of rule 704(7) of the Rules of Catalist.

(ii) Subject to his re-election, Mr Loh Chen Peng will remain as the Lead Independent Director of the Company, the chairman of audit committee, and a member of nominating committee and remuneration committee. Detailed information on Mr Loh Chen Peng can be found in the "**Board of Directors**", "**Directors' Statement**" and "**Report on Corporate Governance**" sections of the Company's Annual Report 2021. Mr Loh Chen Peng is considered independent for the purpose of rule 704(7) of the Rules of Catalist.

(iii) Ordinary Resolution 6, if passed, will empower the directors of the Company, effective until conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this resolution, for such purposes as the directors of the Company may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be allotted and issued would not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this resolution) other than on a pro rata basis to all shareholders shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.

(iv) Ordinary Resolution 7, if passed, renews the IPT Mandate, which was given by shareholders on 27 April 2021 allowing the Company, its subsidiaries and associated companies that are entities at risk to enter into transactions with interested persons as defined in Chapter 9. The audit committee confirms that the methods or procedures for determining the prices of interested party transactions ("**IPT**") have not changed since last shareholders' approval and such methods and procedures are sufficient to ensure that the IPT will be carried out in normal commercial terms and will not be prejudicial to the interest of the Company and/or its minority shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Important Notes:

1. Pre-Registration:

The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this notice of AGM. This notice of AGM may be accessed at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/.

Shareholders (including CPF and SRS Investors) will not be able to attend the AGM physically. Shareholders (including CPF and SRS Investors) who wish to participate at the AGM may watch the AGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers (the "**Live Webcast**") or live audio-only stream. To do so, shareholders (including CPF and SRS Investors) must pre-register their details including full name, NRIC/Passport/Company Registration No., contact number and email address on the Company's AGM pre-registration website at the URL https://complete-corp.com/3cnergy-agm/ by **2.30 p.m. on Sunday, 24 April 2022** ("**Registration Deadline**") for the Company to verify their status as shareholders.

Verified shareholders (including CPF and SRS Investors) will receive an email by 12 noon on Monday, 25 April 2022 containing instructions to access the Live Webcast or live audio-only stream. Shareholders (including CPF and SRS Investors) must not forward the link or their log-in details to third persons who are not shareholders and who are not entitled to attend the AGM proceedings.

Shareholders (including CPF and SRS Investors) who do not receive an email by **12 noon on Monday, 25 April 2022** but have registered before the Registration Deadline should email to 3cnergy-agm@complete-corp.com for assistance.

2. Submission of Questions:

The Company will not be addressing any questions raised by the shareholders (including CPF and SRS Investors) during the Live Webcast and live audio-only stream. Verified shareholders (including CPF and SRS Investors) who have any questions in relation to any agenda item of this notice, may send their questions to the Company in advance, by **Tuesday, 19 April 2022**, via email to 3cnergy-agm@complete-corp.com or post to 380 Jalan Besar, #16-01, ARC 380, Singapore 209000 ("**Questions Deadline**"). When submitting questions, shareholders should provide their details including full name, NRIC/Passport/Company Registration No, contact number and email address for verification purposes.

The Company will upload the Company's responses to all substantial and relevant questions from shareholders on the SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/ 48 hours prior to the closing date and time for lodgement of the proxy forms.

3. Submission of Proxy Form:

A shareholder will not be able to vote through the Live Webcast and live audio-only stream and voting is only through submission of proxy form. If a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint Chairman of the AGM (the "**Chairman**") as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the AGM is made available with this notice of AGM on the SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/ on the same day. A printed copy of this notice of AGM and the proxy form will not be despatched to shareholders.

For CPF or SRS investors who wish to appoint the Chairman as their proxy, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, i.e., by **5.00 p.m. on Thursday, 14 April 2022**.

The instrument appointing the Chairman as proxy must be:

(a) deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or

(b) emailed to: sg.is.proxy@sg.tricorglobal.com.

In either case, not less than forty-eight (48) hours before the time appointed for the holding of the AGM, i.e., by **2.30 p.m. on Sunday, 24 April 2022**.

Any incomplete/improperly completed proxy form (including proxy form which is not appointing the Chairman as proxy) will be rejected by the Company.

A shareholder 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 scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related precautionary measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

The Company shall be entitled to reject the instrument appointing the Chairman 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 as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman as proxy). 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 as proxy lodged if such shareholders are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

4. Annual Report and other documents:

The annual report for the financial year ended 31 December 2021 dated 11 April 2022 has been published and may be accessed from the SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/. No printed copy will be sent to shareholders.

Personal data privacy:

By (i) submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; (ii) completing the pre-registration(s) in accordance with this notice of AGM, or (iii) submitting any question prior to the AGM in accordance with this notice of AGM, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

(a) the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), processing of the pre-registration for purposes of granting access to shareholders to the "live" webcast or "live" audio feed of the AGM and providing them with any technical assistance where necessary, addressing substantial and relevant questions from shareholders received before the AGM and if necessary, following up with the relevant shareholders in relation to such questions, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(b) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(c) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

3CNERGY LIMITED
(Company Registration No.: 197300314D)
(Incorporated in the Republic of Singapore)
(the "Company")

ANNUAL GENERAL MEETING

PROXY FORM
(Please refer to notes overleaf before completing this Form)

IMPORTANT:

1. The annual general meeting of the Company ("AGM") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the notice of AGM dated 11 April 2022 which has been uploaded on the SGXNet and the Company's website on the same day.
2. A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. For CPF or SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, i.e., by 5.00 p.m. on Thursday, 14 April 2022.
4. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the AGM as a member's proxy to vote on his/her/its behalf at the AGM.

This form of proxy has been made available on the SGXNet and the Company's website, and may be accessed at the URLs https://www.sgx.com/securities/company-announcements and http://www.3cnergy.com.sg/. A printed copy of this proxy form will NOT be despatched to members.

*I/We ______________________ (Name) *NRIC/Passport/Co. Registration No. ______________

of ____ (Address)
being a member/members* of the Company, hereby appoint **Chairman of the AGM**, as my/our proxy to vote for me/us on my/our behalf at the AGM to be held by way of electronic means on **Tuesday, 26 April 2022** at **2.30 p.m.** and at any adjournment thereof.

(#Voting will be conducted by poll. If you wish Chairman of the AGM as your proxy to cast all your votes for or against a resolution to be proposed at the AGM, please indicate with a [√] in the space provided under "For" or "Against". If you wish the Chairman of the AGM as your proxy to abstain from voting on a resolution to be proposed at the AGM, please indicate with a [√] in the space provided under "Abstain". Alternatively, please indicate the number of shares that Chairman of the AGM as your proxy is directed to vote "For" or "Against" or to abstain from voting. **In the absence of specific directions, the appointment of Chairman of the AGM as your proxy will be treated as invalid.**)

No.	Resolutions	For#	Against#	Abstain#
	ORDINARY BUSINESS			
1.	To receive and adopt the directors' statement and audited financial statements for the financial year ended 31 December 2021 together with the auditors' report thereon.			
2.	To approve the payment of directors' fees of S$80,351/- for the financial year ending 31 December 2022, to be paid half yearly in arrears.			
3.	To re-elect Ms Au Foong Yee as director.			
4.	To re-elect Mr Loh Chen Peng as director.			
5.	To re-appoint Messrs Mazars LLP as the Company's auditors and to authorise the directors to fix their remuneration.			
	SPECIAL BUSINESS			
6.	To authorise directors to allot and issue shares.			
7.	To approve renewal of shareholders' mandate for interested person transactions.			

* *Delete accordingly*

Dated this ________ day of ____________________ 2022.

Total No. of Shares in	
CDP Register	
Register of Members	

____
Signature of Member(s) or
Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument of proxy shall be deemed to relate to all the shares held by you.

2. A member will not be able to vote through the live audio-visual webcast and live audio-only stream and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of Chairman of the AGM as proxy for that resolution will be treated as invalid.

3. The Chairman of the AGM, as a proxy, need not be a member of the Company.

4. The instrument appointing Chairman of the AGM as proxy, duly executed, must be:

   (a) deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or

   (b) emailed to: sg.is.proxy@sg.tricorglobal.com,

   in either case, not less than forty-eight (48) hours before the time appointed for the holding of the AGM, i.e., by **2.30 p.m. on Sunday, 24 April 2022**.

   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 scanning and sending it by email to the email address provided above.

   In view of the current COVID-19 situation and the related precautionary measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

5. The instrument appointing Chairman of the AGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where such instrument is executed by a corporation, it must be executed under its common seal or under the hand of an officer or attorney duly authorised.

6. Where an instrument appointing Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. The Company shall be entitled to reject the instrument appointing Chairman of the AGM 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 Chairman of the AGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing Chairman of the AGM as proxy). 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 Chairman of the AGM as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting a proxy form appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the notice of the annual general meeting dated 11 April 2022.

CORPORATE **INFORMATION**

DIRECTORS

Mr Ong Pai Koo @ Sylvester
Independent Non-Executive Chairman

Mr Loh Chen Peng
Lead Independent Director

Ms Au Foong Yee
Non-Independent Non-Executive Director

AUDIT COMMITTEE

Mr Loh Chen Peng, Chairman
Mr Ong Pai Koo @ Sylvester
Ms Au Foong Yee

NOMINATING COMMITTEE

Mr Ong Pai Koo @ Sylvester, Chairman
Mr Loh Chen Peng
Ms Au Foong Yee

REMUNERATION COMMITTEE

Mr Ong Pai Koo @ Sylvester, Chairman
Mr Loh Chen Peng
Ms Au Foong Yee

COMPANY SECRETARIES

Ms Lim Sim Ving
Ms Cheok Hui Yee

REGISTERED OFFICE

380 Jalan Besar
#16-01 ARC 380
Singapore 209000
Tel: (65) 6970 8117

Web: www.3cnergy.com.sg

SPONSOR

PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

SHARE REGISTRAR

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

AUDITORS

Mazars LLP
135 Cecil Street
#10-01 MYP Plaza
Singapore 069536

AUDIT PARTNER-IN-CHARGE

Mr Lai Keng Wei
Partner-in-charge since financial year ended
31 December 2019

BANKERS

CIMB Bank Berhad
United Overseas Bank Limited
Public Bank Berhad

COMPANY REGISTRATION

No. 197300314D

3CNERGY LIMITED

380 Jalan Besar #16-01 ARC 380 Singapore 209000
Tel (65) 6970 8117

www.3cnergy.com.sg