WMCH Global Investment Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8208

2019
ANNUAL REPORT

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CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Seng *(Chairman and Chief Executive Officer)*
Ms. Leow Geok Mui
Mr. Lim Chin Keong
Mr. Heng Kim Huat

Independent Non-Executive Directors

Dr. Tan Teng Hooi
Mr. Ng Shing Kin
Mr. Leong Jay

COMPLIANCE OFFICER

Mr. Wong Seng

AUTHORISED REPRESENTATIVES

Mr. Wong Seng
Mr. Chan Kim Sun

COMPANY SECRETARY

Mr. Chan Kim Sun

AUDIT COMMITTEE

Mr. Ng Shing Kin *(Chairman)*
Dr. Tan Teng Hooi
Mr. Leong Jay

REMUNERATION COMMITTEE

Mr. Leong Jay *(Chairman)*
Mr. Wong Seng
Dr. Tan Teng Hooi
Mr. Ng Shing Kin

NOMINATION COMMITTEE

Dr. Tan Teng Hooi *(Chairman)*
Ms. Leow Geok Mui
Mr. Leong Jay
Mr. Ng Shing Kin

INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountant

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
(with effect from 29 November 2019)

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2504, 25th Floor
No. 69 Jervois Street, Sheung Wan
Hong Kong

LEGAL ADVISERS AS TO HONG KONG LAW

D. S. Cheung & Co
29/F, Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

PRINCIPAL BANKER

DBS Bank Ltd
United Overseas Bank Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
2103B, 21/F
148 Electric Road
North Point
Hong Kong

COMPANY'S WEBSITE

http://www.tw-asia.com

STOCK CODE

8208

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of WMCH Global Investment Limited (the "**Company**") and its subsidiaries (collectively the "**Group**"), I am pleased to present our consolidated financial results of the Group for the financial year ended 31 December 2019 (the "**FY2019**") to the shareholders of the Company (the "**Shareholders**").

RESULTS PERFORMANCE

In the FY2019, the Group recorded a revenue of approximately SGD13.0 million, representing an increase of approximately SGD2.7 million or 26.2%, from approximately SGD10.3 million for the year ended 31 December 2018 (the "**FY2018**"). In line with the increase in revenue, the Group's gross profit increase by approximately SGD0.9 million or 17.3% from SGD5.2 million in FY2018 to SGD6.1 million for the FY2019 due to increase in the number and size of projects participated during the FY2019 and offset by the increase in direct costs mainly of staff costs and administrative expenses which was mainly attributable to the increase in number of staff with more projects participated and the listing. The Group recorded a loss for the year of approximately SGD0.8 million for the FY2019 compared to a profit for the year of SGD1.3 million for the FY2018. This was mainly due to the increase in listing expenses in connection with the listing during the year and increase in direct costs and administrative expenses due to higher operating expenses incurred to cope with the larger work force.

APPRECIATION

On behalf of the Board and management, I would like to take this opportunity to express my heartfelt gratitude to all shareholders, customers, subcontractors and business partners for their continuous support and trust in our Group and my fellow directors and all staff for their dedication, diligence and contribution during FY2019.

Mr. Wong Seng
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 16 March 2020

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group has been operating in the civil and structural engineering market in Singapore for around 14 years. Leveraging on our industry experience in Singapore, we started providing civil and structural engineering consultancy services in Vietnam in 2009. The Group mainly provides services in Singapore and Vietnam. Our Group provides the following services: (i) civil and structural engineering consultancy services; and (ii) other services including master planning, structural due diligence and visual inspection of existing buildings.

Our Group's key objective is to provide engineering expertise and ingenuity to achieve the client's objective, which includes completing the projects on time, within budget and with the right quality so as to achieve sustainable growth in terms of our business and financial performance.

FUTURE PROSPECTS

With the Group's experienced management team and reputation in the markets the Group operates in, the Directors believe that the Group is well-positioned to compete against our current competitors, though we opine that in the coming financial years it will continue to be challenging for our industry sector due to the uncertain global environment stemming from the US-China Trade war which will lead to a slump in global demand for goods and services in different industries and rising costs in Singapore, Vietnam and Hong Kong, and the outbreak of the coronavirus that may further affect Singapore, Vietnam and Hong Kong's economy.

The Company has also been continuously evaluating the current business strategies of the Group and the use of capital by the Group's existing businesses with an aim to ensure resources are being used effectively to improve its overall performance. The Company has been actively looking to diversify the revenue sources of the Group in order to create shareholders' value through acquiring businesses or projects that have promising outlooks and prospects.

FINANCIAL REVIEW

Revenue

The Group's revenue increased by approximately SGD2.7 million or 26.2%, from approximately SGD10.3 million for the year ended 31 December 2018 to approximately SGD13.0 million for the year ended 31 December 2019. The increase of revenue was mainly generated from (i) Prefabricated prefinished volumetric construction (the "**PPVC**") projects which accounted for approximately SGD6.2 million for the year ended 31 December 2019, representing an increase of SGD1.3 million from approximately SGD4.9 million for the year ended 31 December 2018 and (ii) from conventional projects which accounted for approximately SGD6.3 million for the year ended 31 December 2019, representing an increase of SGD1.3 million from approximately SGD5.0 million for the year ended 31 December 2018.

Cost Of Services

The Group's cost of services increased by approximately SGD1.7 million or 33.3%, from approximately SGD5.1 million for the year ended 31 December 2018 to approximately SGD6.8 million for the year ended 31 December 2019 which was largely due to payments of special bonuses to our Singapore staff as at the end of June 2019 and increase in the number of staff due to the increased workload as a result of the growth in demand for our engineering consultancy services.

Gross Profit And Gross Profit Margin

The Group's gross profit increased by approximately SGD0.9 million or 17.3%, from approximately SGD5.2 million for the year ended 31 December 2018 to approximately SGD6.1 million for the year ended 31 December 2019, which was mainly due to the increase in revenue generated from PPVC and conventional projects. Our gross profit margin decreased from approximately 50.3% for the year ended 31 December 2018 to approximately 47.3% for the year ended 31 December 2019, which was primarily due to the increase in cost of services according to the reasons mentioned above.

Other Income, Gains, And Losses, Net

Other income increased by approximately SGD9,000 or 13.8%, from approximately SGD65,000 for the year ended 31 December 2018 to approximately SGD74,000 for the year ended 31 December 2019, which was primarily due to increase in other service income.

Administrative Expenses

The Group's administrative expenses increased by approximately SGD0.8 million or 33.3%, from approximately SGD2.4 million for the year ended 31 December 2018 to approximately SGD3.2 million for the year ended 31 December 2019, which was mainly due to higher operation expenses incurred to cope with a larger work force.

Listing Expenses

The Group recognised non-recurring listing expenses of approximately SGD3.3 million as expenses in connection with the listing during the year ended 31 December 2019 (2018: SGD1.0 million).

Finance Costs

The finance costs mainly consist of interest expenses on bank borrowings and lease liabilities. The Group's finance costs increased by approximately SGD10,000 or 21.3% from SGD47,000 for the year ended 31 December 2018 to approximately SGD57,000 for the year ended 31 December 2019. The finance costs for interest expenses on bank borrowings remained at a stable level with approximately SGD47,000 for the years ended 31 December 2018 and 2019.

Income Tax Expenses

As all of the Group's profit are derived from Singapore, Vietnam and Hong Kong, the Group is subject to income tax in Singapore, Vietnam and Hong Kong.

The Group's income tax decreased by approximately SGD104,000 or 17.1% from approximately SGD608,000 for the year ended 31 December 2018 to approximately SGD504,000 for the year ended 31 December 2019 primarily due to the tax refund received during the year ended 31 December 2019.

(Loss)/Profit For The Year

The loss for the year ended 31 December 2019 was approximately SGD0.8 million, as compared with the profit of approximately SGD1.3 million for the year ended 31 December 2018. The loss was mainly attributable to the listing expenses in connection with the listing during the year ended 31 December 2019 and the increase in administrative expenses due to higher operation expenses incurred to cope with a larger work force.

LIQUIDITY, FINANCIAL POSITION AND CAPITAL STRUCTURE

As at 31 December 2019,

(a) the Group's total assets increased to approximately SGD14.9 million (2018: approximately SGD7.7 million) while the total equity increased to approximately SGD11.6 million (2018: approximately SGD4.6 million);

(b) the Group's current assets increased to approximately SGD12.9 million (2018: approximately SGD5.7 million) while the current liabilities increased to approximately SGD2.4 million (2018: approximately SGD2.1 million);

(c) the Group has bank and cash balances and short-term bank deposits of approximately SGD7.4 million (2018: SGD1.2 million);

(d) there was a bank borrowing of approximately SGD0.9 million (2018: SGD1.0 million); and

(e) the gearing ratio is calculated by dividing total debts with total equity as at the end of respective year and expressed as a percentage. As at 31 December 2019, the gearing ratio was not applicable to the Group (2018: 8.7%).

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL EXPENDITURE

Capital expenditure during the year ended 31 December 2019 was primarily attributable to expenditures on leasehold improvements and computers and office equipment, totalling SGD96,000 (2018: SGD80,000), to cope with our operation needs.

SIGNIFICANT INVESTMENT

As at 31 December 2019, the Group did not have any significant investments (2018: nil).

INDEBTEDNESS AND CHARGES ON GROUP ASSETS

As at 31 December 2019 and 2018, the Group had charges on the investment property of carrying amount as at 31 December 2019 of SGD1,395,000 (31 December 2018: SGD1,421,000) for a mortgage loan facility.

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

Save as disclosed in the Company's Prospectus and in this report, the Group did not have other plans for material investments or capital assets as of 31 December 2019.

FOREIGN EXCHANGE RISK MANAGEMENT

The majority of the Group's transactions, assets and liabilities are denominated in Singapore dollars and Vietnam Dong. The Group is exposed to exchange risk with respect mainly to Vietnam Dong which may affect its performance.

The Group currently does not have a foreign currency hedging policy as the foreign currency risk is considered to be insignificant. However, the management will continue to closely monitor the Group's foreign exchange risk exposure and will consider hedging significant foreign exchange exposure when necessary.

PRINCIPAL RISKS AND UNCERTAINTIES

All the risks relating to the Group's business have been set out in the Prospectus under the section headed "Risk Factors".

CONTINGENT LIABILITY AND CAPITAL COMMITMENT

As at 31 December 2019, save as disclosed below in "Use of Proceeds from the Share Offer", the Group did not have any material contingent liabilities (2018: nil) or any material capital commitments (2018: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

USE OF PROCEEDS FROM THE SHARE OFFER AND IMPLEMENTATION OF BUSINESS STRATEGIES

The ordinary shares of the Company was successfully listed on the GEM of the Stock Exchange (the "**Listing**") on 29 November 2019 (the "**Listing Date**") by way of share offer of 45,000,000 public offer shares and 105,000,000 placing shares at the price of HKD0.40 per share (the "**Share Offer**"). The net proceeds raised from the Share Offer were approximately HKD21.1 million (approximately SGD3.7 million) after deducting listing-related expenses (the "**Net Proceeds**"). The Company intends to apply the Net Proceeds in the same proportion and in the same manner as shown in the section headed "Future Plans and Use of Proceeds" of the Prospectus.

During the period from the period from Listing Date to 31 December 2019, none of our Net Proceeds from the listing has been utilised.

The remaining Net Proceeds as at 31 December 2019 had been placed in interest-bearing deposits in banks in Singapore and Hong Kong.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2019, the Group had a total of 140 employees (2018: 121 employees). The Group's staff costs for the year ended 31 December 2019 amounted to approximately SGD8.0 million (2018: SGD6.0 million). The Group believes its success and long-term growth depend primarily on the quality, performance and commitment of its employees. To ensure that the Group attracts and retains competent staff, remuneration packages are reviewed on a regular basis. Discretionary bonuses are offered to qualified employees based on individual and the Group's performance.

EVENTS AFTER THE REPORTING PERIOD

Since January 2020, the outbreak on Novel Coronavirus ("**COVID-19**") has impacted the global business environment. Up to the date of these financial statements, COVID-19 has not resulted in material impact to the Group. Pending the development and spread of COVID-19 subsequent to the date of the financial statements, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group, the extent of which could not be estimated as at the date of these financial statements. The Group will continue to monitor the development of COVID-19 and react actively to its impact on the financial position and operating results of the Group.

DIVIDENDS

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: SGD1.7 million).

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

OVERVIEW

This is the first Environmental, Social and Governance ("**ESG**") report (the "**ESG Report**"), prepared by WMCH Global Investment Limited (the "**Company**"), together with its subsidiaries (collectively the "**Group**"). It provides an annual update on the Group's ESG key issues and initiatives and the sustainability performance of its principal business of providing civil and structural engineering consultancy services in the Singapore and Vietnam markets for the period starting from 1 January 2019 to 31 December 2019 ("**2019**" or the "**Reporting Period**").

This report is prepared in accordance with the ESG reporting guide (the "**ESG Guide**") as stated under Appendix 20 of the GEM Listing Rules and Guidance set out by the Hong Kong Stock Exchange ("**HKEX**") and its principles of materiality, quantitative, balance and consistency, and covers the operations and activities of the subsidiaries in Singapore, Hong Kong and Vietnam. The ESG Report was compiled in compliance with the "comply or explain" provisions in the ESG Guide.

ESG OBJECTIVES AND STRATEGIES

The Group is one of the leading civil and structural engineering consultancy firm offering a full range of civil and structural engineering consultancy services on buildings utilising conventional construction and PPVC method, and other services including master planning, structural due diligence and visual inspection of existing buildings in the Singapore and Vietnam markets. We have been involved in a large number of residential, industrial, commercial and institutional projects since 2005. The Group strives to be an environmental and socially responsible corporation.

Following consultation with project owners, we will apply environmental civil and engineering technology and materials for their projects. In addition, we operate in strict compliance with the principles of minimizing risks associated with the listed ESG subject areas and aspects mentioned in the ESG Guide, including but not limited to the compliance with legal and regulatory requirements, adherence to high ethical standards, eliminating and minimizing negative impacts on the environment, improving the well-being of the employees, enhancing the relationship with business parties, offering the highest possible level of services to our clients, creating value to the stakeholders, and supporting the disadvantaged and growth of the community. We also believe in the importance of sustainability as it is one of the key driving forces to the growth of the Group and creation of value for our stakeholders. We believe that the listed ESG subject areas and aspects mentioned in the ESG Guide are significant considerations in our business planning and operation.

ESG APPROACH AND MANAGEMENT

The Board of the Group is responsible for formulating and setting goals and targets, approving strategic direction and policies, and monitoring performance including ESG issues. The Board has delegated the CEO (the "**Management Representative**" or "**MR**") and his operation managers (collectively the "**Management Team**") with the responsibility to formulate and implement policies and measures to all ESG related matters. The Management Team has thus committed company resources and instructed various departmental managers and subject matter working groups with the following responsibilities:

- Review and identify the environmental and social risks that may be material to the Group's core business activities;
- Formulate, approve and implement ESG strategies and policies;
- Establish and designate ESG Key Performance Indicators ("**KPIs**") to monitor the implementation of such ESG strategies and policies;

- Collect and compile data and statistics and prepare reports regarding the implementation of all ESG matters;
- Analyse and compare such statistics to ESG KPIs;
- Evaluate and assess the overall performance of the ESG strategies and policies;
- Identify and determine the shortcomings and weaknesses in all ESG related matters;
- Device solutions and action plans to remedy weaknesses in the implementation of ESG strategies and policies and revise ESG strategies or policies if necessary; and
- Consult with external stakeholders and independent professionals in ESG.

The Group fully understands that ESG policies and practices may change over time to reflect the changes in business operations, structures, technologies, laws and regulations, and the environment. The Group thus continues to invest substantial resources to monitor ESG issues, policies and practices and performance on an ongoing basis. In addition, in order to contribute to sustainable development of the society at large, the Group exercises due responsibility in maintaining the highest level of ethical standards when conducting its business and upholds strict compliance with all relevant laws, rules and regulations in all ESG matters.

For 2019, the Group has for the first time compiled the ESG KPIs, which will be used as the base for future analysis and comparison in order to evaluate the performance of related ESG subject areas.

STAKEHOLDERS COMMUNICATION AND MATERIALITY

The Group always values and considers the inputs and feedbacks of its stakeholders as they may bring potential impacts to the Group's business. We conduct regular reviews with internal and external stakeholders and collect their views and opinions regarding the Group's operations and performance. After collecting the views and opinions, the ESG Management Representative and Management Team will carry out materiality assessments internally with the related managers and externally with related stakeholders through meetings, contacts and various other means of communication, such as liaison groups, panel discussions, workshops, on-site visits, company websites, emails and direct enquiry phones etc. For 2019, the Group and the stakeholders have identified the following material areas and aspects:

- Environmental practices and their performance;
- Commitments to employees;
- Recruiting, engaging and retaining talents;
- Commitments to customers;
- Building trusts through quality and reliability of services and products with customers;
- Protecting customers privacy;
- Anti-corruption prevention; and
- Community support and contribution.

The above ESG material areas and aspects have continued to be strictly managed and monitored through the Group's established management structure, process, policies and guidelines as described in this ESG Report and herein summarised in below:

The Group's Environmental and Social Areas and Aspects and Their Performance

A. Environmental Areas and Aspects

1.1 Environmental Areas Overview

Introduction & Policies

As a responsible corporation, the Group has abided by all the national and local environmental laws and regulations and has implemented our "Green Environmental Policy and Procedure", which are summarised below:

Purpose

To establish and maintain procedures to identify, evaluate and determine the significance of environmental aspects for all work activities and its corresponding impacts.

Procedure

(i) The Management Team shall identify and evaluate the environmental aspects for all work activities that are most likely to give rise to significant environmental impacts.

(ii) The Management Team shall brainstorm internally and externally with other related parties and classify all the relevant work activities under normal, abnormal and emergency situation.

- Normal is defined as a routine activity or work that is carried out daily and is part of the process;
- Abnormal refers to unusual or non-routine work that should not happen but happen somehow; and
- Emergency refers to an occurrence of an event that will cause a drastic impact or severity to the environment and immediate action has to be taken, e.g. major leakage and spillage, fire, injury, etc.

(iii) When identifying the environmental aspects, consider the following where relevant:

- Emission to the atmosphere;
- Releases of water to public sewerage;
- Disposition of waste;
- Land contamination;
- Use of raw material, energy, water and other natural resources; and
- Other local environmental issues.

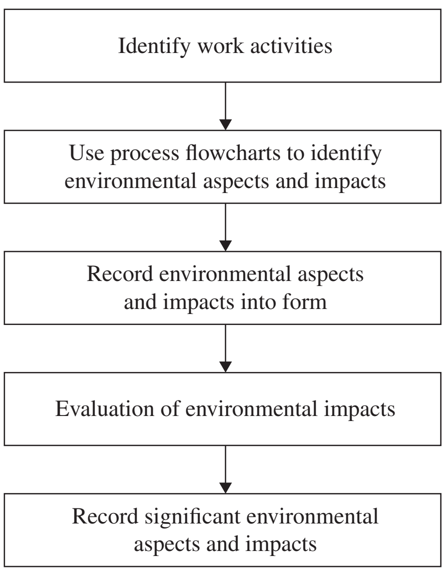
All activities likely to cause significant environmental impact shall be identified.

(iv) The Management Team shall review the environmental aspects at least once every 3 years and whenever there are new work activities or introduction of new equipment/process, new knowledge through incidents/accidents, new or changed legal, organizational or other requirements.

(v) For each environmental aspect, the Management Team shall identify and assess the environmental impacts, and the following shall be considered:

- Global warming;
- Ozone layer depletion;
- Water pollution;
- Air pollution;
- Land/soil contamination;
- Noise pollution;
- Depletion of natural resources; and
- Waste generation.

In short, the identification of environmental aspects/impacts can be summarised in the following flowchart:



The Green Environmental Policy is in place to help us achieve a balance between carrying out our business operations and activities and protecting the environment. The policy will guide us to prevent pollution, reduce wastes and minimise negative impacts on the environment. Successful implementation of these policies and procedures may reduce our use of energy, water and other natural resources, which will result in savings in our operating costs.

1.2 *Environmental Aspects*

The Group is a leading provider of civil and structural engineering consultancy service for residential, industrial, commercial and institutional projects in Singapore and Vietnam. Our business activities involve highly qualified engineers and consultants providing consultation to our clients. Most of our activities are carried out by our teams of more than 138 engineers, designers and draftsmen in our four offices in Singapore, Hong Kong and Vietnam and, thus, do not produce, emit or discharge any serious hazardous gas, pollutants, polluted water or wastes, noise or light.

A1. Emissions and Wastes

(i) *Hazardous and Non-Hazardous Air Emissions*

The in-house office of our business does not generate any hazardous air emissions and pollutants. Carbon dioxide ("**CO_2**"), the only non-hazardous greenhouse gas and an important contributor to global warming, is generated indirectly from the use of electricity in our offices in Singapore and Vietnam. The electricity consumption in our Hong Kong administration office is included in the management fees, and no record is, therefore, available to us.

Hazardous air emissions such as SO_x, NO_x and other pollutants will be generated from direct use of diesel, petrol and other fossil fuels. As the Group does not move goods around and own a large vehicle fleet as well, there are no significant uses of logistics and, hence, our petrol and other fossils fuel consumption are insignificant and are not reported herein.

For 2019, the Group's operations and activities generated a total of 102.26 tonnes or about 741 kg per employee per year of indirect greenhouse gas ("**GHG**") of CO_2 from the use of electricity in our offices in Singapore and Vietnam. As this is our first year to compile this emission record, we will take it as a base and continue to improve our energy saving practice. We target to lower the GHG emission of CO_2 recorded by 5% for the coming year.

(ii) *Water Pollution and Discharge*

Our operations and activities do not require much use of fresh water, except for the daily usage in our offices during office hours. Therefore, our operations and activities do not generate any polluted water. The fresh water used in our offices are provided and discharged without any problems through the respective centralized water supply and discharge network in each of our four offices. As the water consumption fees are included in the office management fees, we therefore do not have the water consumption data for our Vietnam and Hong Kong offices.

For 2019, the Group's Singapore office consumed a total of 257.7 tonnes or 1.87 tonnes of fresh water per employee per year for general office daily usage purposes, which we took as the volume of polluted water generated and discharged. Same as the GHG emission record, this is the first year we compiled this record which will be used as a base and we will continue to encourage our employees to reduce polluted water generated by 5% for the coming year.

(iii) Noise Pollution Emission

Our business operations and activities are conducted inside our offices and do not generate any noise pollution.

(iv) Light Emission

Our business operations and activities are conducted inside our offices and do not generate any light pollution.

(v) Hazardous and Non-hazardous Wastes Discharge and Disposal

The Group's principal activities of providing consultation services only produced general office wastes such as used paper and office stationery items. Most of these wastes are non-hazardous. However, a small and insignificant amount of hazardous wastes such as printer toner cartridges, ink boxes and batteries are generated. They are collected regularly by qualified collectors, who will dispose them in an environmentally friendly way.

During the Reporting Period, the Group had no non-compliance or warning notices or fines or disputes in relation to hazardous and non-hazardous air emissions and wastes disposal and polluted or clean water discharges.

(vi) Mitigation Measures, Reduction Initiatives and Results Achieved

The Group does not generate much hazardous and non-hazardous emissions and discharges. However, as a responsible corporation, we are conscious of the effects our operations and activities may have on the environment and we are constantly working on maximizing energy efficiency and minimizing waste generation, disposal and discharges. We have fully complied with all applicable environmental laws, rules and regulations and industrial standards in the markets we operate in.

To combat global warming and to reduce the generation of air emissions, pollutants and solid wastes disposal, we aim to reduce our electricity consumption by introducing measures to achieve that end. For example, we advise our staff to turn off all unused electrical appliances when our offices are not in use, to use natural ventilation to replace air-conditioning in allowable conditions, and not to set the temperature settings of all air conditioners to lower than 25°C under normal conditions. The Group has also invested in energy saving tools and equipment, such as energy-saving copiers and computers, installation of LED lights, encouraging our employees to use teleconferencing to reduce their travels and to use public transport to commute to and from work in the city.

A2. Use of Resources

Given the nature of our business operations and activities, we only consume electricity, fresh water and printing paper and ink. We are conscious of our responsibility to conserve natural resources. We have approved and implemented clear environmental policies and measures with the target of establishing a green practice by producing no pollution and conserving scarce resources. Our usage of electricity, printing paper and water for 2019 were recorded below:

(i) *Electricity & Fuel Consumption*

Electricity is sourced from the city grid line which is the only source of energy used for our offices' daily operations and activities. In 2019, our Singapore and Vietnam offices consumed 84,686 kWh and 44,766 kWh electricity respectively or a combined total of 129,452 kWh electricity for the Group. That is equivalent to 1,099 kWh, 733 kWh and 938 kWh per employee per year respectively for our Singapore and Vietnam offices.

Energy Use Efficiency Initiatives and Results Achieved

During our operations and activities, we encouraged our employees to use electricity efficiently and in an environmentally friendly manner, which includes:

- Turning off electrical appliances, lights when not in use;
- Installing and using energy-saving electrical appliances; and
- Controlling heating and cooling devices with time and temperature controls.

For the coming year, we will continue to encourage and monitor our employees on energy saving practices, and target to lower the electricity consumption by 5%.

(ii) *Fresh Water Consumption and Sourcing*

We use fresh water mainly for our employees' daily drinking, general cleaning and hygiene needs. All our offices use fresh water supplied from the cities' central water supply network and we do not have any problem with the sourcing water that is fit for purpose.

As explained in the aforementioned "Water Pollution and Discharge" section of this annual report, the Hong Kong administrative office and Vietnam offices water consumption data was not available, we can only compile and analyse the Singapore office water consumption result. For 2019, the Group consumed a total of 257.7 tonnes or 1.87 tonnes per employee per year of fresh water for general office daily usage purposes.

Energy Use Efficiency Initiatives and Results Achieved

We advised our employees to efficiently use fresh water and avoid excessive usage of fresh water as it is one of the most important and scarce resources on our planet. In addition, we constantly inspect to ensure all water supply lines in our offices are in good condition, that all the water taps are turned off when not in use, and check and immediately fix any water leakage. For the coming year, we will continue to encourage our employees to save fresh water consumption with a target of 5%.

(iii) Paper and Packaging Materials and Other Raw Materials Consumption

Apart from printing paper, the Group does not consume much packaging materials and other raw materials.

For the Reporting Period, the Group used a total of 146,791 pieces of printing paper (49,291 and 97,500 pieces for Singapore and Vietnam offices respectively). The Vietnam offices used more paper because they have to print more engineering charts, maps and operation instructions for the local site engineers who do not have access to the latest technology such as tablets, as our Singapore site engineers.

Energy Use Efficiency Initiatives and Results Achieved

To save paper consumption, we have implemented the following measures in all our offices:

- Avoid unnecessary printing and print on both sides;
- Use recycled papers and reuse paper-made products such as envelops and folders;
- Replace the use of papers by sharing and storing information and documents in electronic formats; and
- Adopt company-wide cloud based working environment to reduce the need of printed documentation.

For the coming year, we target to reduce the overall group paper consumption by 5% and hopefully exceed the a higher than 5% target for the Vietnam offices through the introduction of more advanced paperless technology.

A3. The Environment and Natural Resources

The Group’s business operations and activities do not create significant environment impact and hazard. We have implemented our green environmental policy and have complied with all national and local environmental laws, rules and regulations, and industry standards. We have not polluted the air, water and land in the areas we are operating in. However, as a responsible corporation and to save costs, the Group aims to conserve resources used in the operations of its business, and enforce measures to reduce energy, fresh water, and paper consumptions. We promote environmental education and advocacy amongst our employees to motivate environmental-friendly behaviors across our organization. The management considers that resources conservation is a continuing practice, which will benefit the environment and our operations over time.

For the Reporting Period, the Group did not receive any warning or complaint notice from any governmental environmental agencies, clients or business partners for the violation of any environmental rules and regulations, polluting the environment or causing any environmental troubles. For the coming year, we will continue to strive to achieve zero complaint for pollution issues.

A4. Climate Change

After communication with the stakeholders and reviewing of the Group's operations and activities in light of the current global environmental conditions, the Management Team identified that global warming and conservation of fresh water will be the most significant climatic issues that may impact the Group. These two climatic issues not only affect the operation costs of the Group, they will also affect the environmental conditions on our civil and engineering works.

Nowadays, it is generally agreed that global warming is mainly caused by the excessive release of GHG-CO_2 into the atmosphere, which is directly and indirectly result of using fossil fuels for transportation and electricity generation. For the Reporting Period, although the Group's operations and activities did not directly generate any GHG-CO_2 emission, we did generate GHG-CO_2 indirectly through the use of electricity. We have implemented policies and measures, explained in aforementioned paragraphs, to use electricity efficiently to reduce GHG-CO_2 emission, which is a main contributor to global warming. Furthermore, we have supported reforestation and implemented a less-paper office to curb our contribution to global warming.

Regarding conservation of fresh water, which is one of the most precious natural resources of the world nowadays, the Group has taken measures to encourage employees to conserve the use of water in order to reduce its consumption.

The Group's other major contribution to climate change is that we are renowned for designing and developing green buildings and projects. Some of these buildings and projects have been awarded recognitions by authoritative organizations for its environmental friendliness and sustainability, such as from the Building and Construction Authority BCA of Singapore.

The Group is certified to practice our consultancy in accordance to ISO 14001: 2015 Environment Management System and has been constantly advocating our developer clients to adopt energy efficient guidelines in designing and building their real estate projects into 'Green' buildings.

For the Reporting Period, the Group's business operations and activities did not lead to any events or issues that might impact the climate or result in the change of the climate significantly. The Group also has already taken measures to lower indirect GHG-CO_2 emission and fresh water consumption for the coming year.

B. SOCIAL AREAS AND ASPECTS

2.1 Social Areas Overview

Introduction

The Group spares no effort to contribute to the development of a harmonious society and building a mutually beneficial relationship with our stakeholders including employees, customers, suppliers, professional services providers, local communities as well as the governing authorities. Throughout the formulation and implementation of our ESG strategies, policies, rules and regulations, we incorporated our long and short-term goals with due considerations of the stakeholders and the society. We act in an honest and transparent way with mutual respect and believe that our sincere acts will ultimately benefit the stakeholders and general society.

2.2 Employment and Labor Practices Aspects

The Group's business development and growth relies heavily on the commitment, passion and skills of its employees. We view our employees as our most valuable assets. We are committed to complying with all the laws, rules and regulations applicable to the employment and talents management in Singapore and Vietnam.

One of our core values is to pursue growth and lifelong learning for our engineers and other staff. To that end, we endeavor to provide a safe, healthy and equitable working environment, as well as equal opportunities to all employees on recruitment, promotion, compensation and benefits. We strive to strengthen our human resources management with employees-oriented policies to encourage motivation and innovation among our employees so that they are the most competitive talents in our industry. On the other hand, we introduced policies to protect the interests and legal rights of the employees, which we believe will create a positive, constructive and harmonious relationship with our employees.

In relation to the hiring process, the Group adopts and strictly adheres to an equal opportunity policy in the hiring process. All new vacancies are open to all candidates and no candidate will be subject to discrimination based on sex, religion, gender, age and disability, and will be selected based upon their qualifications, skill and competency.

During the Reporting Period, the Group honoured all of its obligations with regards to paying the salaries and wages, statutory benefits and agreed benefits under the employment contracts entered into. The Group did not have any labour disputes during the Reporting Period.

B1. Employment

(i) Employment Mix

At the end of 2019, the Group's total employee headcount was 140, which represented an increase of 19 staff as compared to the beginning of 2019. That represented an increase of almost 16% of our work force in 2019. Our employment mix has the following features:

- On Gender Mix — 104 or 75.4% were male and 34 or 24.6% were female. The distribution was normal as our jobs mostly involve site works which are more suitable for male.

- On Geographic Mix — 77 or 58.8% of our employees worked in our Singapore office, and 61 or 41.2% worked in our Vietnam offices. The distribution was normal as we had 2 operating branch offices in Vietnam.

- On Nationality Mix — 41, 62, 23, 5, 3, 2, 1, and 1 were Singaporeans, Vietnamese, Malaysians, Burmese, Sri Lankans, Chinese, Bangladeshi and Indonesian respectively. The distribution reflected the international nature of our work force.

- On Roles Mix — 6 or 4.4% were on managerial roles, 127 or 92.0% were skilled operational staff, and 5 or 3.6% were general staff. The distribution was normal as per the nature of the works.

- On Age Mix — 25 or 18.1% were under 30, 60 or 43.5% were between 31 to 40, 19 or 13.8% were between 41-50, 22 or 15.9% were 51-60, and 12 or 8.7% were above 60. The distribution was normal as per the nature of the works.

- The Group had no part-time employee at the end of the Reporting Period.

(ii) *Employment Turnover*

2019 it was a year of expansion to the Group since we had a net increase of 19 new staff. There were 32 new staff recruited and 12 staff resigned in our Singapore office. While in our Vietnam branch offices, we had a net increase of 16 new staff recruited and 17 staff resigned.

For our civil and engineering consulting business, the staff turnover rate is normally higher than other industries because most of the staff are specialised skill professionals and their jobs are affected by the volume of business and tailor-made to specialised projects. When a specialised project is completed and no similar specialised project is found, the specialised skill professional will normally move to other firms.

Despite the tailor-made nature of the skills to the jobs, we will implement the following measures to reduce the employee turnover rate:

- Hire the right employees by improving the talent search and match process;
- Offer competitive pay and compensation to the right employees;
- Enhance the skills of the employee so that a wider scope of works can be performed; and
- Develop career path for young and up-coming employees.

(iii) *Employee Compensation & Package*

The Group's employment policies, rules and regulations and contractual arrangements are subject to and in strict compliance with respective local relevant laws, rules and regulations relating to employment, including but not limited to the Employment Act ("**EA**") and Central Provident Fund Act ("**CPFA**") of Singapore and the Labour Laws of Vietnam. The EA and CPFA and the Labour Laws, set out the basic terms and conditions at work for employees in Singapore and Vietnam such as payment of salary, paid public holidays, sick leave and maternity leave, rest days, hours of work and other conditions of service such as compensation and dismissal, social, health, unemployment and industrial accident insurance, recruitment and promotion, performance assessment, other benefits and welfare, equal opportunities, diversity, anti-discrimination, etc.

Employees' remunerations are determined with reference to the prevailing market level in line with their competency, qualifications and experience. Discretionary bonuses of such amounts and at such intervals for internal employees will be rewarded at the discretion of the top management with consideration on the performance of the employees. The Group provides and maintains statutory benefits to all qualified employees in accordance with the requirements of the EA and CPFA of Singapore and Labour Laws of Vietnam, and other applicable laws (e.g. Skills Development Levy Act) where appropriate, including but not limited to central provident fund, mandatory provident fund, social security insurance, medical insurance, industrial accident insurance and compensation and statutory holidays.

In summary, the Group continues to follow the adopted employment policies, practices and procedures in relation to recruitment, promotion, dismissal, and anti-discrimination with the purpose to build a fair and equitable work environment for all, regardless of age, gender, family and marital status, sexual orientation, ethnicity, and religion and other characteristics. We proactively promote team spirit and mutual respect in all our offices to encourage employees to communicate open-heartedly which will drive innovation and create win-win relationships. For the coming year, the Group is confident of maintaining a stable work force without much disruption to our project works.

B2. Health and Safety

The Group aims to ensure that there are zero occupational accident for its employees. Thus, it maintains a safe working environment in its offices to prevent employees from injuries and accidents and adopts an "employee-oriented" human resources policies which aim to provide a happy, harmonious, safe and healthy working environment to minimize the risk of any occupational hazards. Work safety rules and policies are in all material aspects in compliance with all the relevant laws, rules and regulations relating to safety and health requirements of Singapore and Vietnam. The Group has also provided regular occupation safety trainings to employees to perform their jobs safely.

Whenever an accident takes place, the manager of the respective office, who is authorised to take immediate medical rescue operation without any delays will be informed immediately and at the same time to notify the Human Resources manager. Our Human Resources manager will immediately review all the insurance policies, procedures and process to ensure sufficient protection is provided to the accident struck staff.

In accordance to and compliance with the statutory requirements of Singapore and Vietnam, the Group provides general medical insurance and adequate level of accident insurance to employees in Singapore. While in Vietnam, the Group provides statutory insurance coverage including: Social Insurance, Health Insurance, Unemployment Insurance and Industrial Accident Insurance — Occupational. These policies and insurance compensation cover all qualified employees to protect their safety and health against occupational hazards, accidents and sickness. The Group organises work safety and occupational trainings to employees on a regular basis. The Group has also equipped the offices with all the required safety equipment and facilities and has passed all governmental safety inspections.

In 2019, the Group did not have any work-related accidents or safety issues, and the Group does not have any history of claim or dispute arising from health or safety matters.

B3. Development and Training

The Group recognises that human capital is a critical element of our businesses. Therefore, the Group values the contribution of its employees and is willing to invest and offer training and development to enhance their skills and capabilities.

In relation to development and training, the Group established a series of internal training programs in areas of occupational safety, technical skills, environment protection, internal knowledge, etc., to ensure employees have received the minimum level of training in 2019. For senior managers, opportunities to attend external training programs/workshops/seminars are provided to strengthen the consciousness of enterprise management.

In 2019, the Group organised the following training to employees:

Reporting Period	Types of Training	Employees Training	Gender M	F	% of Employees	Total Hours
2019	Internal	16	16	0	11.6%	166
	External	20	13	7	14.5%	83
	Total:	**36**	**29**	**7**	**26.1%**	**249**

* Another year-long training was provided to a specific employee, which was not accounted for here.

The Group is committed to providing training to our employees as evidenced by the number of both internal and external trainings, as well as the number of employees trained and training hours. In the coming year, the investment and training programs in the coming year will increase as compared to the Reporting Period.

B4. Labor Standards

The Group strictly complies with all the relevant laws, rules and regulations including but not limited to the EA and CPFA of Singapore and the Labour Laws of Vietnam and adopts the respective national standards as its minimum labor standard on labor protection and welfare. The Group maintains strict compliance with the laws in relation to equal employment opportunities and prevention of child or forced labor including recruitment, dismissal, promotion, leave, holidays, benefits as well as ensuring equal employment opportunities to all genders, ages, races and religions. The Group is also against any form of child or forced labor. As a legal formality, the Group maintains the private files of the employees on a confidential basis.

For the Reporting Period, the Group honoured all its obligations towards its employees and built a safe, healthy, harmonious and pleasant working environment in all our offices, and no labor disputes or litigations were reported.

2.3 Operation Practices Aspects

B5. Supply Chain Management

Given the nature of our business operation, the Group only needs to purchase general office stationery and supplies, and information technology software and hardware. The former purchases are small in term of quantity and amount compared to the total operating expenses, and they are mostly sourced from local suppliers out of convenience and to support local economy. While the latter purchases involve patent and intellectual property rights, if the required information technology software and hardware can be supplied by a local agency, we normally procure locally, otherwise we will purchase the same from overseas.

Our finance and accounting department is responsible for general purchases. After the related division manager signs a purchase request form and the dollar amount of the purchases are within a certain approved limit, the finance department will proceed to procure the purchases accordingly. If the approved limit is exceeded, the office general manager will be required to co-sign the form to signal his approval. With respect to the process of purchasing, it is normal practice to seek quotations from 2 to 3 suppliers to compare and ensure that the purchases transactions are fair and reasonable. The main considerations when deciding between suppliers are quality and fair pricing. Furthermore, the Group tries to purchase items which are environmentally friendly and legally compliant. In short, the Group does not see that its purchases will pose any environmental and social risks to the society at large.

B6. Product Responsibility

Product responsibility refers to the quality of the products and services provided in relation to health and safety, advertising, labelling and privacy matters. Our operations and activities do not involve production of any physical product, the key product responsibilities are therefore on providing the highest level of consultancy services and designs that meet clients' needs, maintaining the impartiality in our suggestions and protecting the clients' confidentiality.

To guarantee the quality of our consultancy services, the primary factor is to have highly competent and experienced professionals who perform their tasks with due care and diligence. For any designs and written documents and reports, we carry out a peer review by a third-party procedure to ensure that the highest quality of the services is provided before delivery to the clients.

The Group has obtained the following certifications:

- TW-Asia (Singapore Subsidiary) is listed on the PSPC, Building and Construction Authority, Singapore
- Construction Eligibility Certificate — Civil and Structural Consultancy Service of Buildings, Road Bridge Works, and Technical Infrastructures, Class I by Ministry of Construction
- ISO 9001: 2015 Civil & Structural Engineering Services
- ISO 14001:2015 Environmental Management System

And as an endorsement to the level of services we provide, the Group received the following recognitions:

Year	Recognitions
2019	BCA Construction Productivity Awards — Advocates (Consultant) Gold Award, Singapore

For the Reporting Period, the Group did not receive any complaints or claims regarding the quality of the services and will continue to provide and maintain top quality services to its clients in the coming years ahead.

Intellectual Property Rights

With regards to intellectual property rights ("**IPR**"), the Group respects and strictly complies with both national and international IP Rights related laws and regulations. We stipulate that all our software must be purchased from the patent right holders or their authorised agents. No copy is allowed to be installed for use. We adopt the utmost measures to safeguard the confidentiality of company information as well as that of our clients. Our employees are all prohibited, whether during employment, or after, irrespective of the circumstances of termination, to disclose to any other person, firm, company, press, media, or association any confidential information of the Group's potential, actual or past clients. Employees are to return to the Group all confidential and proprietary information upon their termination. Failure to comply with this obligation may be treated by the Group as gross misconduct for which the employee may be liable for summary dismissal.

For the Reporting Period, there was no infringement by third parties in relation to our IPR or by ourselves to any IPR of third parties reported and the Group will continue to enforce our measures to maintain our clean record regarding intellectual property rights.

Privacy Protection

The Group's business operations generate large volumes of private confidential and sensitive information of our clients and their business partners, including the architectural and engineering designs, trade secrets, proprietary information, financial information, commercial terms of contracts, etc. Such kind of information are extremely sensitive and important, and by law must be protected. The Group is fully aware of this obligation and has taken measures to ensure safe keeping of these information.

The Group enforces strict policies to prohibit our employees from accessing and/or disclosing any such information without approval from management. All employees are obligated to sign and to strictly follow the articles in the Confidentiality Agreement, which is an integral part of the employment contract. Legal action may be taken against any privacy violation. We have also implemented and enforced management rules on information technology covering protection procedures for information security as well as handling processes and application procedures. The Group applies the latest information technologies to continuously, where possible, monitor, maintain and update all hardware, software and security systems to prevent unauthorised access and hacking attacks to our information systems at any time.

For the Reporting Period, there were no cases filed against us nor any complaints received, regarding any breach of relevant privacy laws, regulations and policies in any jurisdiction in which we operated and the Group will continue to implement measures to secure privacy and confidential information at the safest level.

B7. Anti-Corruption

Anti-corruption is a material aspect to all stakeholders. The Group recognises its social responsibility to safeguard the assets and interests of all our stakeholders including investors, adopting a zero-tolerance approach to bribery, extortion fraud, and money laundering crimes. We implement clear internal-control policies and well-structured business processes, along with the highest degree of integrity, honesty and impartiality in all our business activities. All our employees and suppliers must follow our strict policies on ethical standards/business integrity that prohibits bribery and corruption in any form. This policy has been effectively communicated to all our employed staff in all jurisdictions we operate. It is strictly prohibited and clearly stated in our employment contracts to offer, give, demand or accept any undue advantage, such as money, favors, gifts, discounts, services, loans, contracts to or from any person, including the clients, contractors, suppliers in order to obtain or retain business or other improper advantage.

We offered anti-corruption training to employees by internal training. For the Reporting Period, the Group did not have any bribery or corruption cases reported, and we will not allow such cases from happening in the coming years.

B8. Community Investment

In 2019, the Group continued to contribute to the society by employing 32 young professionals. Moreover, the career development and income-growth opportunities we created for all our staff will not only improve their quality of lives but also the communities they reside in.

The Group also actively supports and encourages employees and their family members to be involved in charitable, volunteering, cultural, educational and community support services activities.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to maintaining and achieving high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 15 to the GEM Listing Rules.

The Board is of the view that throughout the period from the Listing Date to 31 December 2019, except Provision A.2.1 of the CG Code as disclosed below, the Company has complied with all the code provisions as set out in the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules in respect of securities transaction by directors (the "**Required Standard**").

Specific enquiry has been made to all Directors and the Directors have confirmed that they have complied with the Required Standard throughout the period from the Listing Date to 31 December 2019.

The Company has also extended the coverage of the Required Standard adoption to the senior management of the Company who are likely to be in possession of unpublished price-sensitive information of the Company (the "**Relevant Employees**"). No incident of non-compliance of the Required Standard by the Relevant Employees was noted by the Company.

BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board should regularly review whether a Director perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

The Board currently comprises the following Directors:

Executive Directors

Mr. Wong Seng	(Chairman of the Board, Chief Executive Officer, Compliance Officer and Member of the Remuneration Committee)
Ms. Leow Geok Mui	(Member of the Nomination Committee)
Mr. Lim Chin Keong	
Mr. Heng Kim Huat	

Independent Non-executive Directors

Dr. Tan Teng Hooi	(Chairman of the Nomination Committee and Member of the Audit Committee and the Remuneration Committee)
Mr. Leong Jay	(Chairman of the Remuneration Committee and Member of the Audit Committee and the Nomination Committee)
Mr. Ng Shing Kin	(Chairman of the Audit Committee and Member of the Remuneration Committee and the Nomination Committee)

The biographical information of the Directors are set out in the section headed "Biographical Details of the Directors and Senior Management" on pages 35 to 39 of this annual report.

All Directors have appropriate professional qualifications or substantive experience and industry knowledge. The Board as a whole has achieved an appropriate balance of skills and experience. The composition of the Board is in accordance with the requirement of Rules 5.05 and 5.05A of the GEM Listing Rules.

Chairman and Chief Executive Officer

Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wong Seng is the chairman of the Board and the Chief Executive Officer. In view that Mr. Wong Seng has been operating and managing the Group since its foundation, the Board believes that it is in the best interest of the Group to have Mr. Wong take up both roles for effective management and business development. The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by the current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors. Therefore, the Board considers that the deviation from provision A.2.1 of the CG Code is appropriate in such circumstance.

Independent Non-executive Directors

During the period from the Listing Date to 31 December 2019, the Board at all times met the requirements of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The participation of independent non-executive Directors in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group's strategies, performance, conflicts of interests and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

Each of Mr. Wong Seng, Ms. Leow Geok Mui, Mr. Lim Chin Keong and Mr. Heng Kim Huat entered into a service agreement with the Company on 20 June 2019 for an initial period from 20 June 2019 to the Listing Date and three years from the Listing Date. All of these service agreements may be terminated earlier by no less than three month written notice served by either party on the other.

Each of Dr. Tan Teng Hooi, Mr. Ng Shing Kin and Mr. Leong Jay signed a letter of appointment with the Company for an initial term of three years commencing on the Listing Date. All of these service agreements may be terminated earlier by no less than three month written notice served by either party on the other.

According to the Articles of Association of the Company (the "**Articles**"), one-third of the Directors for the time being (if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each AGM provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of shareholders after his/her appointment, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The retiring Directors shall be eligible for re-election.

Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides directions to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The record of continuous professional development relating to director's duties and regulatory and business development that have been received by the Directors from the Listing Date and up to date of this report are summarised as follows:

Directors	Types of training[Note]
Executive Directors	
Mr. Wong Seng	A,B
Ms. Leow Geok Mui	A,B
Mr. Lim Chin Keong	A,B
Mr. Heng Kim Huat	A,B
Independent Non-executive Directors	
Dr. Tan Teng Hooi	A,B
Mr. Leong Jay	A,B
Mr. Ng Shing Kin	A,B

Note:

Types of training

A: Attending training sessions, including but not limited to, briefings, seminars, conferences, forums and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications relating to the latest development of the GEM Listing Rules, other applicable regulatory requirements and directors' duties and responsibilities

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2 of this annual report.

Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Mr. Ng Shing Kin (Chairman), Dr. Tan Teng Hooi and Mr. Leong Jay.

The terms of reference of the Audit Committee are in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and paragraph C.3.3 of the CG Code. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process (including to understand the accounting policies and practises applied by the Group, to enquire management and external auditors regarding significant audit adjustments and unusual transactions, to discuss with the Board the material items in the financial statements, to request additional information regarding the accounts, and to ensure compliance with the GEM Listing Rules and legal requirements in relation to financial reporting), to review the financial information of the Group, to oversee the Group's financial controls, internal control procedures and management systems, and to review any material queries raised by the external auditor as to the management about accounting records, financial accounts or systems of control and management's response.

During the period from the Listing Date to 31 December 2019, the Audit Committee had not held any meeting. The Audit Committee held a meeting on 16 March 2020 to review the annual financial results and reports and significant issues on the financial reporting, operational and compliance controls.

Dividend Policy

The Group has adopted a general annual dividend policy (the "**Dividend Policy**") of declaring and paying dividends, whether interim, final and/or special, of approximately 10% of the net profit attributable to the shareholders of the Company in any financial year, taking into account the need for preserving sufficient capital for business development and providing the shareholders of the Company with reasonable returns for their investment. The determination to pay dividends is based upon factors including but not limited to the Group's actual and expected financial performance, retained earnings and distributable reserves, expected working capital requirements and future expansion plans, and any other factors that the Board may deem appropriate.

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

Remuneration Committee

The Remuneration Committee consists of three independent non-executive Directors, namely Mr. Leong Jay (Chairman), Dr. Tan Teng Hooi and Mr. Ng Shing Kin, and one executive Director, namely Mr. Wong Seng.

The terms of reference of the Remuneration Committee are in compliance with Rules 5.34 to 5.36 of the GEM Listing Rules and paragraph B.1.2 of the CG Code. The primary function of the Remuneration Committee is, among other things, to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives, to make recommendations to the Board on the remuneration of directors and senior management of the Group.

During the period from the Listing Date to 31 December 2019, the Remuneration Committee had not held any meeting. The Remuneration Committee held a meeting on 16 March 2020 to review the remuneration policy and structure of the Company and the remuneration packages of the Directors and senior management and other related matters.

Details of the remuneration of the Directors and senior management by band are set out in note 13 of the Notes to the Consolidated Financial Statements of this annual report.

Remuneration Policy

The remuneration policy of the Group for the Directors and senior management members was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors and senior management members.

Nomination Committee

The Nomination Committee consists of three independent non-executive Directors, namely Dr. Tan Teng Hooi (Chairman), Mr. Leong Jay and Mr. Ng Shing Kin, and one executive Director, namely Ms. Leow Geok Mui.

The terms of reference of the Nomination Committee are in compliance with paragraph A.5.2 of the CG Code. The Nomination Committee is mainly responsible for, among other things, reviewing the structure, size and composition of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning board diversity as set out in the Company's board diversity policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry experience. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

During the period from the Listing Date to 31 December 2019, the Nomination Committee had not held any meeting. The Nomination Committee held a meeting on 16 March 2020 to review the structure, size and composition of the Board. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the period from the Listing Date to 31 December 2019, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Required Standard and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

CORPORATE GOVERNANCE REPORT

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2019.

The Directors also confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the "Independent Auditors' Report" on pages 55 to 57 of this annual report.

AUDITOR'S REMUNERATION

The remuneration paid to the external auditor of the Company, Messrs. HLB Hodgson Impey Cheng Limited, in respect of audit services and non-audit services for the year ended 31 December 2019 is set out below:

Service Category	**Fees paid/ payable** SGD'000
Auditor's Remuneration	
— audit service:	
annual audit services	87
listing services (included in listing expenses)	878
— non-audit services	52
	1,017

ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

Regular board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors. As the Company was listed on 29 November 2019, no board meeting and no AGM or other general meeting was held during the period from the Listing Date to 31 December 2019.

The attendance record of each Director at the Board and Board committee meetings and the general meetings of the Company held during period from the Listing Date to 31 December 2019 is set out in the table below:

	Attendance/Number of Meetings					
Name of Directors	Board meetings	Audit committee meetings	Remuneration committee meetings	Nomination committee meetings	Annual general meeting	Other general meetings
Mr. Wong Seng	0/0	N/A	0/0	N/A	0/0	0/0
Ms. Leow Geok Mui	0/0	N/A	N/A	0/0	0/0	0/0
Mr. Lim Chin Keong	0/0	N/A	N/A	N/A	0/0	0/0
Mr. Heng Kim Huat	0/0	N/A	N/A	N/A	0/0	0/0
Dr. Tan Teng Hooi	0/0	0/0	0/0	0/0	0/0	0/0
Mr. Leong Jay	0/0	0/0	0/0	0/0	0/0	0/0
Mr. Ng Shing Kin	0/0	0/0	0/0	0/0	0/0	0/0

BOARD DIVERSITY POLICY

During the Year, the Board has adopted a policy to ensure Board diversity (the "**Board Diversity Policy**") and discussed all measurable objectives set for implementing the Board Diversity Policy.

The Company recognises and embraces the benefits of a diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted a series of internal control policies, procedures and programs designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations.

The ultimate goal of the Company's risk management process is to identify and focus on the issues in its business operations that create impediments to the Company's success. The risk management process starts with identifying the major risks associated with the corporate strategy, goals and objectives. The key process points in the risk management include:

- Identify: The Company identifies current and emerging risks in its business operations and categorises those risks into a reasonable profile based on timeframe, likelihood, intensity and impact severity. The Company establishes four risk categories, including strategic risks, financial risks, operating risks and legal risks.

- Assess: The Company assesses and prioritises risks so that the most important risks can be identified and dealt with. Based on both qualitative and quantitative analyses, the Company prioritises risks in terms of likelihood and impact severity.

- Mitigate: Based on the assessment of (i) the probability and impact severity of the risks and (ii) cost and benefit of the mitigation plans, the Company chooses the appropriate option for dealing with risks, including risk elimination by suspending the associated business activities, risk reduction by adopting appropriate control measures, risk transfer by outsourcing or purchasing insurance policies, and risk acceptance by choosing to accept risks of low priority.

- Measure: The Company measures its risk management by determining if changes have been implemented and if changes are effective. In the event of any weakness in control, the Company follows up by adjusting its risk management measures and reporting material issues to the Directors.

All divisions conducted internal control assessment regularly to identify risks that can potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security.

The management, in coordination with division/department heads, assessed the likelihood of risk occurrence, provided treatment plans, and monitored the risk management progress, and reported to the Audit Committee and the Board all the findings and the effectiveness of the systems.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2019.

The Company has engaged an external professional firm as the internal control adviser, CF Partners Limited (the "**Internal Control Adviser**") for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems of the Group. The internal control adviser examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee. An assessment on our internal control systems has been examined by the internal control adviser. According to the results of the review, no material deficiency has been identified. We have adopted the internal control measures suggested by our internal control adviser to rectify the minor weaknesses identified by the internal control adviser in our internal control system.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

COMPANY SECRETARY

The company secretary of the Company, Mr. Chan Kim Sun, confirmed that he has duly complied with the relevant professional training requirement and he has taken no less than 15 hours of relevant professional training to update his skills and knowledge during the year ended 31 December 2019.

SHAREHOLDERS' RIGHTS

The Company engages with shareholders through various communication channels and a shareholders' communication policy is in place to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

Procedures for Shareholders to Convene an Extraordinary General Meeting

According to article 58 of the Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for Shareholders to Put Forward Proposals at General Meetings

If a Shareholder wishes to propose a person other than a retiring Director for election as a Director of the Company at a general meeting, pursuant to article 85 of the Articles, the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the Shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office or the office of the Company's branch share registrar. The period for lodgement of such notices shall commence on the day after the despatch of the notice of such general meeting and end no later than 7 days prior to the date of such general meeting.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: 28 Sin Ming Lane, #04–136 Midview City, Singapore 573972
(For the attention of the Board of Directors)

Fax: +65 6293 2196

Email: enquiry@tw-asia.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through AGMs and other general meetings.

During the period from the Listing Date to 31 December 2019, the Company has not made any changes to its Articles. An up to date version of the Company's Articles is also available on the Company's website and the Stock Exchange's website.

Policies relating to Shareholders

The Company has in place a shareholders' communication policy to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

The Company has adopted a policy on payment of dividends pursuant to code provision E.1.5 of the CG Code that has become effective from the Listing Date.

CONSTITUTIONAL DOCUMENTS

Except for the adoption of amended and restated M&A by the Company to comply with the applicable legal and regulatory requirements (including the GEM Listing Rules) on 29 November 2019 in anticipation of the Listing, there were no changes in the constitutional documents of the Company during the Year.

The amended and restated M&A is available on the respective websites of the Stock Exchange and the Company.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

CHAIRMAN, CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

Mr. WONG Seng, aged 67, was appointed as an executive Director on 20 June 2019. He is also the Chief Executive Officer, the Chairman of the Board and the founder of our Group. He is primarily responsible for the overall strategic planning, business development and corporation management of our Group and serving as a member of the Remuneration Committee.

Mr. Wong has over 38 years of experience in civil and structural engineering industry and he worked as an engineer for several multinational firms. He has been involved in various residential and commercial development projects in Singapore and other countries in Asia. Prior to joining our Group, from February 1990 to December 2004, Mr. Wong worked in T.Y. Lin International Pte Limited (formerly known as T.Y. Lin South-East Asia (Pte) Ltd), which was primarily carrying on the business of provision of professional engineering services, with his latest position as a principal. Mr. Wong became a director of Artus Consultancy Services Pte Ltd, our Group's operating subsidiary, and has been participating in the day-to-day operations and business development of our Group since January 2005.

Mr. Wong obtained a bachelor of engineering from the University of Melbourne in April 1984. He is currently a Registered Professional Engineer and a Registered Accredited Checker in Singapore, a practising engineer in Vietnam, a chartered engineer in the United Kingdom and a chartered professional engineer in Australia. Mr. Wong was a member of the Sub-Committee for Practise of Professional Engineering Examination of the Professional Engineers Board Singapore from January 2009 to August 2012 and has been a member of the Investigation Panel of the Professional Engineers Board Singapore since February 2012.

EXECUTIVE DIRECTORS

Ms. LEOW Geok Mui (also known as LIAO Yumei), aged 46, was appointed as an executive Director on 20 June 2019. She joined our Group since March 2005. She is primarily responsible for the overall strategic planning, overseeing our Group's regional business development and serving as a member of the Nomination Committee.

Ms. Leow has over 20 years of experience in construction project management, building design and engineering. Prior to joining our Group, she was a design engineer of the Housing Development Board of Singapore from June 1996 to March 1997 and a design engineer of K P Chai Engineering & Management Consultants from March 1997 to December 1999. She was an executive engineer of T. Y. Lin South-East Asia (Pte) Limited which was primarily engaged in the business of provision of engineering services to infrastructure projects, since December 1999.

Ms. Leow obtained a bachelor of engineering in civil engineering in June 1996 and a master degree in international construction management in 2002, respectively, from Nanyang Technological University, Singapore. She has been a Registered Professional Engineer in Singapore since 2006 and a practising engineer in Vietnam since 2009. She has also been a member of the Association of Consulting Engineers in Singapore since 2006.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. LIM Chin Keong, aged 41, was appointed as an executive Director on 20 June 2019. He joined our Group in July 2005. He is responsible for the overall strategic planning and management of our Group's business operation in Vietnam.

Mr. Lim has over 18 years of experience in construction industry. Prior to joining our Group, he was a structural engineer of T.Y. Lin International Pte Limited (formerly known as T. Y. Lin South-East Asia (Pte) Limited), which was primarily engaged in the business of provision of engineering services to infrastructure projects, since May 2001.

Mr. Lim obtained a bachelor of engineering in civil engineering with first class honours from the University of Adelaide, Australia in December 2000. He has been a professional engineer in Malaysia and a Practising Engineer in Vietnam since 2011. He has been a member of the Institute of Engineers in Malaysia since 2009.

Mr. HENG Kim Huat, aged 57, was appointed as an executive Director on 20 June 2019. He joined our Group in February 2011. He is primarily responsible for the overall strategic planning, management of our Group's business operations and supervising our Group's projects.

Mr. Heng has over 30 years of experience in construction project management, building design and engineering and had participated in the design and construction of various residential and commercial buildings in Singapore. Prior to joining our Group, from June 1986 to October 1990, Mr. Heng was a structural engineer of Ove Arup & Partners, which was a multinational corporation providing engineering, design, planning, project management and consulting services. From November 1990 to December 2007, he was a principal of T.Y. Lin International Pte Limited (formerly known as T.Y. Lin South-East Asia (Pte) Ltd), which was primarily carrying on the business of provision of professional engineering services. Mr. Heng was a principal of KK Lim & Associates Pte Limited, which was a consulting civil and structural engineering company based in Singapore from January 2008 until joining our Group in February 2011.

Mr. Heng obtained a bachelor of engineering in civil engineering in June 1986 from the National University of Singapore. He has been a Registered Professional Engineer in Singapore since May 1997 and a member of the Institution of Engineers, Singapore since November 1997.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. TAN Teng Hooi, aged 63, was appointed as our independent non-executive Director on 20 June 2019. He is responsible for providing independent judgment on our Group's compliance, internal control, corporate governance and serving as the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee.

Dr. Tan has more than 30 years of experience in civil engineering and related tertiary education. He is currently a fellow member of the Institution of Civil Engineers, United Kingdom, and the Institution of the Engineers, Singapore. He has been a chartered engineer in United Kingdom since 1986 and a Professional Engineers Board of Singapore since 1985. Also, he has been a member of various professional associations including but not limited to the Engineering Accreditation Board of Singapore, the Society of Project Managers, Singapore and the BCA Assessment Committee for Built Environment Leadership Awards. Dr. Tan became an Asean Chartered Professional Engineer in 2009. He had been working in Nanyang Technological University, Singapore for over 20 years since 1985 with his latest position as an associate professor. From October 2008 to September 2012, Dr. Tan worked in T.Y. Lin International Pte Limited (formerly known as T.Y. Lin South-East Asia (Pte) Ltd), which was primarily engaged in engineering design and consultancy activities, with his latest position as a senior principal and chief operating officer. He has also been an associate professor of Singapore University of Social Sciences (formerly known as SIM University) since December 2012.

Dr. Tan obtained a bachelor of engineering in May 1980 and a master degree of civil engineering in June 1984 from National University of Singapore. Dr. Tan obtained a doctor of philosophy degree from Nanyang Technological University in March 1998.

Mr. LEONG JAY, aged 54, was appointed as our independent non-executive Director on 20 June 2019. He is responsible for providing independent judgment on our Group's compliance, internal control, corporate governance and serving as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee.

Mr. Leong has over 20 years of experience in the finance industry. He worked for Singapore International Monetary Exchange from 1994 to 1997 with his latest position as an assistant vice president. He worked as a vice president in Smith Barney (Hong Kong) Limited in 1997 and as a vice president in Salomon Brothers Hong Kong Ltd. in 1998. From 1999 to 2000, he worked as an associate director in Deutsche Bank. Since October 2001, he was the senior forex dealer of Credit Lyonnais. From June 2005 to January 2014, he worked for the Standard Chartered Bank with his latest position as the managing director and the head of global markets Singapore. He has been the director of Laveron Twin Asset Management Limited since November 2016 and is currently a partner of Dalconth Ventures Pte Ltd. since August 2017.

Mr. Leong obtained a bachelor of science in computer science from University of Texas in 1991 and a master degree of business administration in finance from University of Houston in 1993. He was appointed a member of the Professional Membership Committee of the Treasury Markets Association (TMA) in October 2010.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. NG Shing Kin, aged 38, was appointed as our independent non-executive Director on 20 June 2019. He is responsible for providing independent judgment on our Group's compliance, internal control, corporate governance and serving as the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

Mr. Ng has over 10 years of experience in audit and accounting. He has been a certified public accountant accredited by the Hong Kong Institute of Certified Public Accountants since 2012 and obtained a practising certificate since 2017. He has also been a certified financial risk manager admitted by the Global Association of Risk Professionals since 2008. From August 2008 to December 2013, Mr. Ng had worked for HLB Hodgson Impey Cheng Limited with his latest position as a senior accountant. He was then a senior associate of PricewaterhouseCoopers from December 2013 to October 2015. He has been the financial controller and company secretary of Royal Catering Group Holdings Company Limited, the shares of which is listed on GEM of the Stock Exchange (stock code: 8300), since November 2015. He has also been the company secretary of Ying Hai Group Holdings Company Limited, the shares of which is listed on GEM of the Stock Exchange (stock code: 8668), since February 2019.

Mr. Ng obtained a honours diploma in business administration from Hong Kong Shue Yan College in July 2005 and a master degree in business administration from the University of Louisiana, Monroe through long distance learning. In November 2007, Mr. Ng further obtained a postgraduate diploma in professional accounting from Hong Kong Baptist University.

SENIOR MANAGEMENT

Dr. NGUYEN Ngoc Ba, aged 48, is a general manager of our Group and is responsible for the supervision on the day-to-day operation of our Group's business in our Vietnam office.

Dr. Nguyen has over 25 years of experience in construction industry in Vietnam. He joined our Group in November 2008. Prior to joining our Group, Dr. Nguyen worked for the Vietnam Institute for Building Science and Technology (IBST), which is a state-owned institution under the Vietnam government to set out the standards for structural engineering in Vietnam, since March 2004 with his latest position as the director of Institute for Basic Research and Standardisation.

Dr. Nguyen completed a doctor of philosophy degree in civil engineering from Nanyang Technological University, Singapore in February 2005.

Mr. NG Yean Sin, aged 42, is an associate of our Group and is responsible for overseeing and coordinating our Group's projects in our Singapore office of our Group's business in Singapore.

Mr. Ng has over 19 years of experience in construction project management and engineering and has been a Registered Professional Engineer in Singapore since 2016 and a member of the Institute of Engineers, Singapore since 2008. He had worked in various project management and engineering related positions in construction and consultancy companies in Singapore. Mr. Ng joined our Group in October 2017. Prior to joining our Group, he was a senior engineer of KTP Consultants Pte Limited, a Singapore based company primarily carrying on the business of provision of engineering consulting services from May 2012 to December 2015 and a senior project manager of Distinct Builders Pte Limited, a Singapore based company primarily carrying on the business of provision of main building construction works from January 2016 to September 2017.

Mr. Ng obtained a bachelor of engineering in civil engineering from Universiti Teknologi Malaysia in August 2000 and a master of science in civil engineering from National University Singapore in June 2006.

Ms. FONG Kuan Yuet, aged 37, is the chief financial officer of our Group responsible for handling accounting and financial matters of our Group.

Ms. Fong has over nine years of experience in financial accounting. She joined our Group in July 2017. From August 2005 to June 2009, she worked in several accountants' and auditors' firms in Singapore with her latest position as audit senior. She then joined Mediacorp Pte Limited, a Singapore based media and entertainment company, until February 2015 with her latest position as financial manager. Prior to joining our Group, Ms. Fong was an assistant vice president of finance and tax of ST Asset Management Limited, a Singapore based company primarily engaging in the business of provision of asset management services, from May 2015 to June 2017.

Ms. Fong completed her advanced diploma in commerce (financial accounting) from Tunku Abdul Rahman College, Malaysia in May 2005. She has been registered as a member of the Association of Chartered Certified Accountants (ACCA) since June 2012 and a member of the Certified Public Accountant (CPA) Singapore since 31 May 2019.

Mr. NGUYEN Trung Hau, aged 36, is an associate of our Group and is responsible for overseeing and coordinating our Group's projects in our Vietnam office.

Mr. Nguyen has over nine years of experience as a design engineer, supervision engineer in the building and construction industry in Vietnam and has been a Practising Engineer in Vietnam since April 2012. He had worked as a various project design engineer in Singapore and Vietnam. Mr. Nguyen joined our Group in April 2010. Prior to joining our Group, he was a design engineer of Design & Investment Consultancy Co., Ltd. from June 2006 to October 2007 and a design engineer of International Construction & Investment Consultancy Co., Ltd., a Vietnam based company primarily carrying on the business of provision consultancy service from December 2007 to February 2010.

Mr. Nguyen obtained a bachelor of engineer from University of Architect HCMC Vietnam in July 2006.

COMPANY SECRETARY

Mr. Chan Kim Sun, aged 38, was appointed as the company secretary of our Group on 14 January 2019 and is responsible for the corporate secretarial matters.

From October 2004 to March 2010, Mr. Chan joined HLB Hodgson Impey Cheng Limited with his latest position as an audit manager. From August 2011 to September 2014, Mr. Chan served as finance controller and from September 2012 to September 2014 as company secretary of China Infrastructure Investment Limited, the shares of which are listed on the Stock Exchange (stock code: 600).

Mr. Chan is currently a non-practising member of the Hong Kong Institute of Certified Public Accountants and is a fellow of the Association of Chartered Certified Accountants. Mr. Chan graduated from the Hong Kong University of Science and Technology with a bachelor's degree in business administration majoring in accounting and finance in November 2003.

COMPLIANCE OFFICER

Mr. Wong Seng is the Chairman, Chief Executive Officer, Executive Director and the compliance officer of our Company. Please refer to Mr. Wong's biography as disclosed in the paragraph headed "Biographical Details of the Directors and Senior Management" in this section of the annual report.

REPORT OF THE DIRECTORS

The Directors present their annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2019.

LISTING

Following the Share Offer of 45,000,000 public offer shares and 105,000,000 placing shares of the Company (the "**Shares**"), the company was listed on the GEM of the Stock Exchange on 29 November 2019 (the "**Listing Date**" and the "**Listing**", respectively).

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the provision of civil and structural engineering consultancy services and provision of other services including master planning, structural due diligence and visual inspection of existing buildings.

BUSINESS REVIEW

A fair review of the business together with an analysis of the Group's performance during the year ended 31 December 2019 using financial key performance indicators is set out in the "Chairman's Statement" and "Management Discussion and Analysis" from pages 3 to 7 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to minimising the adverse impact to the environment caused by business operations. The Group also commits to the principle and practice of reducing and recycling. To help conserve the environment, it implements green office practices such as encouraging the use of recycle paper, printing on both sides, reducing energy consumption by switching off idle lights, air-conditioning and electrical appliances.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 58 of this annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2019 (FY2018: SGD1.7 million).

SIGNIFICANT INVESTMENTS AND FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

During the year ended 31 December 2019, the Group did not have any significant investment, material acquisitions nor disposals of subsidiaries and affiliated companies save for those reorganisation activities done for the purpose of Listing as set out in the paragraph headed "Reorganisation" under the section headed "History and Development, Reorganisation and Group Structure" in the Prospectus.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in the Company's Prospectus and in this annual report, the Group did not have other plans for material investments or capital assets as of 31 December 2019.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by relevant share certificate must be lodged for registration with the Company's share registrars in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 15 June 2020.

USE OF PROCEEDS FROM THE SHARE OFFER

The Company was successfully listed on the GEM of the Stock Exchange on 29 November 2019 by way of share offer of 45,000,000 public offer shares and 105,000,000 placing shares at the price of HKD0.40 per share (the "**Share Offer**").

The net proceeds raised from the Share Offer were approximately HKD21.1 million (approximately SGD3.7 million) after deducting listing-related expenses.

During the period from the Listing Date to 31 December 2019, none of our net proceeds from the Listing has been utilised.

The remaining net proceeds as at 31 December 2019 had been placed in interest-bearing deposits in banks in Singapore and Hong Kong.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last three years, as extracted from the audited consolidated financial statements of the Company or the Prospectus, is set out on page 128 of this annual report. This summary does not form part of the consolidated financial statements for the Year.

INVESTMENT PROPERTY

The investment property of the Group was revalued at 31 December 2019, as set out in note 15 to the consolidation financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS SCHEME

Details of movements in the share capital and share option scheme of the Company during the year are set out in note 25 to the consolidated financial statements.

INTEREST CAPITALISED

The Group has not capitalised any interest during the year ended 31 December 2019.

BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2019 are set out in note 22, to the consolidated financial statements.

REPORT OF THE DIRECTORS

RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 61 of this annual report.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2019, the Company's reserves available for distribution to equity holders comprising share premium and retained earnings amounted to approximately SGD2.4 million calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

PRINCIPAL RISKS AND UNCERTAINTIES

All the risks relating to the Group's business have been set out in the Prospectus under the section headed "Risk Factors".

MAJOR CUSTOMERS

For the year ended 31 December 2019, the Group's largest and the five largest customers accounted for 6.4% and 24.7% (2018: 11.8% and 42.8%) of the total revenue of the Group, respectively. At no time during the year ended 31 December 2019 did the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) have any interest in the Group's major customers as disclosed above.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions of approximately SGD110,000 (2018: Nil).

MAJOR SUBCONTRACTORS

During FY2019, the Group's subcontractors fee accounted for less than 30% of our Group's total costs of services, representing approximately 6.8% (2018: 8.2%) of our Group's total costs of services.

RELATIONSHIPS WITH EMPLOYEES, SUBCONTRACTORS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to market standard.

The Group also understands that it is important to maintain good relationship with its subcontractors and customers to fulfil its immediate and long-term goals. To maintain its competitiveness, the Group aims at delivering quality services to its customers. During the year, there was no material and significant dispute between the Group and its subcontractors and/or customers.

REPORT OF THE DIRECTORS

DIRECTORS

The Directors during the year and up to the date of this Directors' report were:

Executive Directors

Mr. Wong Seng
Ms. Leow Geok Mui
Mr. Lim Chin Keong
Mr. Heng Kim Huat

Independent Non-executive Directors

Dr. Tan Teng Hooi
Mr. Ng Shing Kin
Mr. Leong Jay

The Directors' biographical details are set out in the section headed "Biographical Details of Directors and Senior Management" in this report.

An annual confirmation of independence pursuant to the requirements under Rule 5.09 of the GEM Listing Rules has been received from each of the INEDs.

EMOLUMENTS OF THE DIRECTORS

The remuneration policy of the Group for the Directors was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors.

Details of the remuneration of Directors are set out in note 13 to the consolidation financial statements.

DIRECTORS' SERVICE CONTRACTS

(a) Executive Directors

Each of Mr. Wong Seng, Ms. Leow Geok Mui, Mr. Lim Chin Keong and Mr. Heng Kim Huat entered into a service agreement with the Company on 20 June 2019 for an initial period from 20 June 2019 to the Listing Date and three years from the Listing Date. All of these service agreements may be terminated earlier by no less than three months written notice served by either party on the other.

(b) Independent Non-executive Director

Each of Dr. Tan Teng Hooi, Mr. Ng Shing Kin and Mr. Leong Jay signed a letter of appointment with the Company for an initial term of three years commencing on the Listing Date. All of these service agreements may be terminated earlier by no less than three months written notice served by either party on the other.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company, which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long position in the Company's share (the "Shares")

Name of Director	Capacity/Nature	Number of ordinary shares held/interested	Percentage of shareholding
Mr. Wong Seng *(Notes 2 and 3)*	Interest of controlled corporation	450,000,000 (L) *(Note 1)*	75%

Long position in the shares of associated corporation

Name of Director	Name of associated corporation	Capacity/Nature	Number of ordinary shares held/interested	Percentage of shareholding
Mr. Wong Seng *(Note 3)*	WMCH Global Holdings Limited	Beneficial owner	1,100 (L) *(Note 1)*	55%
Ms. Leow *(Note 3)*	WMCH Global Holdings Limited	Beneficial owner	400 (L) *(Note 1)*	20%
Mr. Lim *(Note 3)*	WMCH Global Holdings Limited	Beneficial owner	350 (L) *(Note 1)*	17.5%
Mr. Heng *(Note 3)*	WMCH Global Holdings Limited	Beneficial owner	150 (L) *(Note 1)*	7.5%

Save as disclosed above and so far as is known to the Directors, as at 31 December 2019, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2019 and so far as is known to the Directors, the following entities or persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying Shares, which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Name of Directors	Capacity/Nature	Number of ordinary shares held/interested	Percentage of interest
WMCH Global Holdings Limited	Beneficial owner	450,000,000 (L) *(Note 1)*	75%
Ms. Tan Seow Hong *(Note 4)*	Interest of spouse	450,000,000 (L) *(Note 1)*	75%

Note:

1. The letter "L" demonstrates long position in such securities.

2. Mr. Wong Seng beneficially owns 55% of the issued share capital of WMCH Global Holdings Limited which in turn held 450,000,000 Shares. Therefore, Mr. Wong Seng is deemed to be interested in 450,000,000 Shares held by WMCH Global Holdings for the purposes of the SFO.

3. WMCH Global Holdings, which holds 75% of the issued share capital of our Company, is an investment holding company owned as to 55% by Mr. Wong, 20% by Ms. Leow, 17.5% by Mr. Lim and 7.5% by Mr. Heng. As such, WMCH Global Holdings Limited, Mr. Wong, Ms. Leow, Mr. Lim and Mr. Heng are considered as a group of controlling shareholders and substantial shareholders for the purpose of the GEM Listing Rules.

4. Ms. Tan Seow Hong is the spouse of Mr. Wong Seng and is therefore deemed to be interested in all the Shares which Mr. Wong Seng is interested in for the purpose of the SFO.

Save as disclosed above, as at 31 December 2019, the Directors were not aware of any interests or short positions owned by any entities or persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company, which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company under Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2019 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

REPORT OF THE DIRECTORS

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Scheme**") on 6 November 2019 (the "**Adoption Date**"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

As at 31 December 2019, a total of 60,000,000 Shares, representing 10% of the issued Shares, were available for issue under the Scheme.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 December 2019.

The following is a summary of the principal terms of the Share Option Scheme conditionally approved and adopted by written resolutions of our then Shareholders on 6 November 2019.

(a) Purpose

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, subcontractors, agents, clients, business partners or service providers of our Group and to promote the success of the business of our Group.

(b) Who may join and basis of eligibility

On and subject to the terms of the Share Option Scheme and the requirements of the GEM Listing Rules, the Board shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant Options to any Participant.

(c) Price of Shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by our Board and notified to a participant and shall be at least the higher of:

(i) the closing price of our Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a Business Day;

(ii) the average of the closing prices of our Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant of the option; and

(iii) the nominal value of a Share on the date of grant of the option.

For the purpose of calculating the subscription price, where our Company has been listed on the Stock Exchange for less than five Business Days, the issue price of the Shares on the Stock Exchange shall be used as the closing price for any Business Day fall within the period before listing.

(d) Grant of options and acceptance of offers

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK$1.00.

(e) Maximum number of Shares

The total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date (i.e. 60,000,000 Shares).

(f) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Person (except for any INED or substantial shareholder of the Company) (including both exercised and outstanding options under the Scheme) in the twelve-month period expiring on the offer date must not exceed 1% of the issued Shares.

Where any further grant of options to an Eligible Person would result in excess of such limit shall be subject to the approval of the Shareholders at general meeting with such Eligible Person and his associates abstaining from voting. In seeking such approval, a circular must be sent to the Shareholders containing the required details in accordance with Chapter 23 of the GEM Listing Rules.

(g) Grant of options to certain connected persons

(i) Any grant of an option to a Director, chief executive or substantial shareholder of our Company (or any of their respective close associates) must be approved by our independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the option).

(ii) Where any grant of options to a substantial Shareholder or an independent non-executive Director (or any of their respective close associates) will result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Share Option Scheme and any other share option schemes of our Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant:

(a) representing in aggregate over 0.1% of our Shares in issue; and

(b) having an aggregate value, based on the closing price of our Shares at the date of each grant, in excess of HK$5 million,

such further grant of options is required to be approved by our Shareholders at a general meeting of our Company, with voting to be taken by way of poll. Our Company shall send a circular to our Shareholders containing all information as required under the GEM Listing Rules in this regard. All core connected persons of our Company shall abstain from voting (except where any core connected person intends to vote against the proposed grant). Any change in the terms of an option granted to a substantial Shareholder or an independent non-executive Director or any of their respective close associates is also required to be approved by our Shareholders in the aforesaid manner.

(h) Restrictions on the times of grant of options

(i) Our Company may not grant any options after inside information has come to its knowledge until such inside information has been announced. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

(a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or other interim period (whether or not required under the GEM Listing Rules); and

(b) the deadline for our Company to publish an announcement of the results for any year, or half-year under the GEM Listing Rules, or quarterly or other interim period (whether or not required under the GEM Listing Rules), and ending on the date of the results announcement.

(ii) Further to the restrictions in paragraph (i) above, no option may be granted to a Director on any day on which financial results of our Company are published:

(a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and

(b) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half year period up to the publication date of the results.

(i) Time of exercise of option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

(j) Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten years commencing on the date on the Adoption Date and shall expire at the close of business on the Business Day immediately preceding the tenth anniversary thereof unless terminated earlier by our Shareholders in general meeting.

INTEREST OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Titan Financial Services Limited ("**Titan**") to be the compliance adviser. As informed by Titan, neither Titan nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules except for the participation of Titan as the sponsor in relation to the Listing and the compliance adviser agreement entered into between the Company and Titan on 25 June 2019.

CONNECTED TRANSACTIONS AND RELATED PARTY TRANSACTIONS

During the year ended 31 December 2019, the Group entered into transactions which need to be disclosed as connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules amounted to SGD24,000 (2018: SGD190,000).

During the year ended 31 December 2019, the Group entered into related party transaction amounted to SGD33,000 (2018: SGD345,000).

Details of the related party transactions undertaken by the Group are set out in note 32 to the consolidated financial statements. The Directors consider that those related party transactions did not fall under the definition of "connected transaction" or "continuing connected transaction" in Chapter 20 of the GEM Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements. The Group has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

COMPETING INTERESTS

The Directors confirm that none of the Controlling Shareholders or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business, other than those business of which the Directors were appointed as directors to represent the interests of the Company, which competes or is likely to compete, directly or indirectly, with our Group's business during the year ended 31 December 2019 and up to the date of this annual report.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

There was no transaction, arrangement or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, existed at the end of the year or at any time during the year ended 31 December 2019.

As of 31 December 2019, no contract of significance had been entered into between the Company, or any of its subsidiaries and a controlling shareholder of the Company or any of its subsidiaries.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Cap. 622)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual confirmation of their respective independence in accordance with Rule 5.09 of the GEM Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

REPORT OF THE DIRECTORS

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2019.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SHARES

Neither the Company, nor any of its subsidiaries, purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2019.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained the amount of public float as required under the GEM Listing Rules as at the date of this annual report.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Memorandum and Articles of Association or the Company Law of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUBSIDIARIES

The details of the Company's subsidiaries as at 31 December 2019 are set out in note 34 to the consolidated financial statements.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment.

INDEPENDENT AUDITORS

The consolidated financial statements for the Year were audited by HLB Hodgson Impey Cheng Limited (the "**HLB**"), the independent auditors, who shall retire and, being eligible, offer itself for re-appointment at the forthcoming AGM. The Board has taken the recommendation of the Board that a resolution for the re-appointment of HLB as the independent auditors will be proposed at the forthcoming AGM.

REVIEW BY AUDIT COMMITTEE

The Audit Committee comprises three members, all being INEDs, namely Mr. Ng Shing Kin (chairman of the Audit Committee), Dr. Tan Teng Hooi and Mr. Leong Jay. It has reviewed together with the management and external auditor the accounting principles and practices and the auditing, internal controls and financial reporting matters of the Group, which includes the review of the audited consolidated financial statements of the Group for the Year.

On behalf of the Board

Wong Seng
Chairman

Hong Kong, 16 March 2020

INDEPENDENT AUDITORS' REPORT

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

TO THE SHAREHOLDERS OF WMCH GLOBAL INVESTMENT LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of WMCH Global Investment Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 58 to 127, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td>Revenue recognition of construction contracts
Refer to Notes 4 and 6 to the consolidated financial statements

We identified the revenue recognition of construction contracts as a key audit matter due to significant management judgment and estimation is required in the determination of the total outcome of construction contracts and the stage of completion of construction works.

The Group's contract revenue from construction contracts amounted to approximately SGD12,959,000 for the year ended 31 December 2019 as disclosed in the consolidated statement of profit or loss and other comprehensive income (2018: approximately SGD10,349,000). As disclosed in Note 18 to the consolidated financial statements, the carrying amount of contract assets of the Group amounted to approximately SGD2,519,000 as at 31 December 2019 (2018: approximately SGD1,157,000).

As set out in Note 4 to the consolidated financial statements, the Group recognised contract revenue of construction contracts by reference to the progress towards complete satisfaction of a performance obligation at the end of the reporting period, measured based on the work performed to date relative to the total contract revenue.</td><td>Our procedures in relation to the management's revenue recognition of construction contracts included:

Evaluating the revenue recognised on construction contracts, on a simple basis, by:

• Obtaining an understanding of the Group's controls and processes over revenue recognition and budget preparation;

• Discussing with project managers of the Group who are responsible for the preparation of the budgets of construction contracts to evaluate the reasonableness of their bases of estimation of the budget revenue and costs and the progress towards completion of the projects;

• Agreeing the total budget contract revenue to respective signed contracts and the correspondence with customers;

• Evaluating the reasonableness of estimated total costs by agreeing the budget costs to underlying contracts, latest quotations and other correspondences with subcontractors/suppliers/vendors, and comparing the budgeted costs with actual costs recorded, taking into account the progress towards completion; and

• Evaluating the reasonableness of the management's estimated gross profit margins by taking into account the gross profit margins of similar projects of the Group, on a sample basis, to identify and investigate if there is any significant difference.</td></tr>
</table>

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade receivables and contract assets *Refer to Notes 4, 17 and 18 to the consolidated financial statements* We identified the impairment assessment of trade receivables and contract assets as a key audit matter due to the significance of these balances to the consolidated financial statements as a whole, and the use of judgment and estimates by management in assessing the recoverability of trade receivables and contract assets. As disclosed in Notes 17 and 18 to the consolidated financial statements, trade receivables and contract assets of the Group carried at approximately SGD2,457,000 (2018: approximately SGD3,154,000) and approximately SGD2,519,000 (2018: approximately SGD1,157,000) respectively as at 31 December 2019. As set out in Note 4 to the consolidated financial statements, in determining the impairment losses on trade receivables and contract assets, the management assessed individually based on the Group's historical default rates taking into consideration forward-looking information which involve estimation and significant judgment.	Our procedures in relation to impairment assessment of trade receivables and contract assets included: • Understanding the management's process of assessing the recoverability of trade receivables and contract assets; • Assessing the reasonableness of impairment recognised by examining the information used by management to form such judgments, such as checking the accuracy of the ageing analysis of trade receivables and contract assets to the payment certificates or completion certificates issued by the customers, respectively, on a sample basis; • For individually assessed expected credit losses, assessing the estimated loss rates with reference to the individual customers' historical observed default rates and checking the settlement history and changes in the forward-looking information; • Testing the subsequent settlements of credit impaired trade receivables and contract assets, on a sample basis, to cash receipt and bank remittance; and • Evaluating the disclosures regarding the impairment assessment of trade receivables in Note 33(d) to the consolidated financial statements.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon ("Other Information").

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are 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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 consolidated financial statements.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 the directors.

- Conclude on the appropriateness of the directors' 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee 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.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period 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.

The engagement director on the audit resulting in this independent auditors' report is Wong Sze Wai, Basilia.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Wong Sze Wai, Basilia
Practicing Certificate Number: P05806
Hong Kong, 16 March 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2019

	Notes	2019 SGD'000	2018 SGD'000
Revenue	6	**12,959**	10,349
Cost of services		**(6,826)**	(5,148)
Gross profit		**6,133**	5,201
Other income, gains and losses, net	7	**74**	65
Administrative expenses		**(3,199)**	(2,380)
Listing expenses		**(3,276)**	(950)
Finance costs	8	**(57)**	(47)
(Loss)/profit before income tax	9	**(325)**	1,889
Income tax expense	10	**(504)**	(608)
(Loss)/profit for the year		**(829)**	1,281
Other comprehensive loss for the year			
Item that may be reclassified subsequently to profit and loss:			
Exchange differences arising on translation of foreign operation		**(59)**	(45)
Other comprehensive loss for the year, net of tax		**(59)**	(45)
Total comprehensive (loss)/income for the year		**(888)**	1,236
(Loss)/profit for the year attributable to:			
Owners of the Company		**(829)**	1,281
Total comprehensive (loss)/income for the year attributable to:			
Owners of the Company		**(888)**	1,236
(Loss)/earning per share			
— Basic and diluted (in Singapore cents)	12	**(0.18)**	0.28

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2019

	Notes	2019 SGD'000	2018 SGD'000
Non-current assets			
Property, plant and equipment	*14*	**456**	518
Investment property	*15*	**1,395**	1,421
Right-of-use assets	*16*	**116**	–
		1,967	1,939
Current assets			
Trade and other receivables	*17*	**3,041**	3,323
Contract assets	*18*	**2,519**	1,157
Amounts due from directors	*19*	**–**	25
Cash and bank balances	*20*	**7,389**	1,214
		12,949	5,719
Current liabilities			
Trade and other payables	*21*	**1,602**	1,091
Borrowings	*22*	**42**	108
Lease liabilities	*24*	**116**	–
Tax payable		**432**	301
Amount due to a director	*23*	**227**	587
		2,419	2,087
Net current assets		**10,530**	3,632
Total assets less current liabilities		**12,497**	5,571
Non-current liabilities			
Borrowings	*22*	**843**	923
Lease liabilities	*24*	**8**	–
		851	923
Net assets		**11,646**	4,648

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2019

	Notes	**2019 SGD'000**	2018 SGD'000
Capital and reserves			
Share capital	*25*	**1,048**	604
Reserves		**10,598**	4,044
Total equity		**11,646**	4,648

Approved and authorised for issue by the board of directors on 16 March 2020 and signed on its behalf by:

Wong Seng
Executive director

Leow Geok Mui
Executive director

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

	Share capital SGD'000	Share premium SGD'000	Other reserve SGD'000 *(Note i)*	Retained earnings SGD'000 *(Note ii)*	Exchange reserve SGD'000	Dividend reserve SGD'000	Total SGD'000
Balance at 1 January 2018	1,156	–	–	4,136	(235)	–	5,057
Profit for the year	–	–	–	1,281	–	–	1,281
Other comprehensive loss for the year	–	–	–	–	(45)	–	(45)
Total comprehensive income/(loss) for the year	–	–	–	1,281	(45)	–	1,236
Effect of re-organisation	(606)	–	606	–	–	–	–
Issuance of share capital	54	–	–	–	–	–	54
Dividends declared	–	–	–	(1,699)	–	1,699	–
Dividends paid	–	–	–	–	–	(1,699)	(1,699)
Balance at 31 December 2018 (Audited)	**604**	**–**	**606**	**3,718**	**(280)**	**–**	**4,648**
Impact on initial application of IFRS 16	**–**	**–**	**–**	**(8)**	**–**	**–**	**(8)**
Balance as at 1 January 2019 (Restated)	**604**	**–**	**606**	**3,710**	**(280)**	**–**	**4,640**
Loss for the year	**–**	**–**	**–**	**(829)**	**–**	**–**	**(829)**
Other comprehensive loss for the year	**–**	**–**	**–**	**–**	**(59)**	**–**	**(59)**
Total comprehensive loss for the year	**–**	**–**	**–**	**(829)**	**(59)**	**–**	**(888)**
Effect of re-organisation	**(590)**	**–**	**590**	**–**	**–**	**–**	**–**
Share repurchases	**(14)**	**–**	**–**	**–**	**–**	**–**	**(14)**
Issuance of shares pursuant to re-organisation	**68**	**–**	**(68)**	**–**	**–**	**–**	**–**
Capitalisation issue	**718**	**(718)**	**–**	**–**	**–**	**–**	**–**
Issuance of new shares by way of share offer	**262**	**10,251**	**–**	**–**	**–**	**–**	**10,513**
Transaction costs attributable to issue of new shares	**–**	**(2,605)**	**–**	**–**	**–**	**–**	**(2,605)**
Balance at 31 December 2019	**1,048**	**6,928**	**1,128**	**2,881**	**(339)**	**–**	**11,646**

Notes:

(i) The other reserve of the Group represents the reserve arose pursuant to the Reorganisation as set out in Note 2 to the consolidated financial statements.

(ii) Exchange difference relating to the translation of the net assets of the Group's foreign operations from their functional currencies (i.e. Hong Kong Dollar, Vietnam Dong and United States Dollar) to the Group's presentation currency are recognised directly in other comprehensive income and accumulated in the exchange reserve. Exchange different accumulated in the exchange reserve are reclassified to profit or loss on the disposal of foreign operations.

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019

	2019 SGD'000	2018 SGD'000
CASH FLOW FROM OPERATING ACTIVITIES		
(Loss)/profit before income tax	**(325)**	1,889
Adjustments for:		
Interest income	**(21)**	(24)
Interest expenses	**57**	47
Depreciation for right-of-use assets	**162**	–
Depreciation for property, plant and equipment	**156**	142
Depreciation for investment property	**26**	26
Operating cash flows before movements in working capital	**55**	2,080
Increase in contract assets	**(1,362)**	(787)
Decrease/(increase) in trade and other receivables	**279**	(897)
Increase in trade and other payables	**511**	225
Net cash (used in)/generated from operations	**(517)**	621
Income tax paid	**(373)**	(800)
NET CASH USED IN OPERATING ACTIVITIES	**(890)**	(179)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	**(96)**	(80)
Interest received	**21**	24
NET CASH USED IN INVESTING ACTIVITIES	**(75)**	(56)
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of interest paid	**(57)**	(47)
(Repayment to)/advance from directors	**(335)**	635
Advance from related parties	**–**	384
Repayment of borrowings	**(146)**	(105)
Repayment of lease liabilities	**(159)**	–
Dividend paid to controlling shareholders	**–**	(1,699)
Proceed from issuance of shares by way of share offer	**10,513**	–
Transaction costs attributable to issue of new shares	**(2,605)**	–
(Repurchase of)/proceed from issuance of shares	**(14)**	54
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	**7,197**	(778)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**6,232**	(1,013)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**1,214**	2,272
Effect of foreign exchange rate changes	**(57)**	(45)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	**7,389**	1,214

The accompanying notes form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

WMCH Global Investment Limited (the "**Company**") is a public limited company incorporated in Cayman Islands and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Its parent is WMCH Global Holdings Limited (incorporated in the British Virgin Islands ("**BVI**")). Its ultimate controlling party is Mr. Wong Seng ("**Mr. Wong**"), who is also the Chairman, Chief Executive Officer and Executive Director of the Company.

The Company's registered office address is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office and principal place of business of the Group at 28 Sin Ming Lane, #04-136 Midview City, Singapore 573972. The Company has been registered as a non-Hong Kong company under part 16 of the Companies Ordinance (Cap. 622 of the laws of Hong Kong) on 18 January 2019. Its shares were initially listed on the GEM of the Stock Exchange of Hong Kong Limited on 29 November 2019.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of civil and structural engineering consultancy services and provision of other services including master planning, structural due diligence and visual inspection of existing buildings.

The consolidated financial statements are presented in Singapore dollar ("**SGD**"), which is the functional currency of the Company. As the directors of the Company consider that SGD is the functional currency of the primary economic environment in which most of the Group's transactions are denominated and settled in and this presentation is more useful for its current and potential investors. The consolidated financial statements are presented in thousands of SGD ("**SGD'000**"), unless otherwise stated.

2. GROUP REORGANISATION AND BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to the group reorganisation ("**Reorganisation**") as fully explained in the paragraph headed "Reorganisation" in the section headed "HISTORY, REORGANISATION AND CORPORATE STRUCTURE" of the Company's prospectus dated 14 November 2019 ("**Prospectus**"), the Company became the holding company of the companies now comprising the Group on 16 January 2019. Immediately prior to and after the Reorganisation, the Group was controlled by Mr. Wong, Ms. Leow Geok Mui ("**Ms. Leow**"), Mr. Lim Chin Keong ("**Mr. Lim**") and Mr. Heng Kim Huat ("**Mr. Heng**") (collectively, the "**Controlling Shareholders**"). Prior to Reorganisation, each of Mr. Wong, Ms. Leow, Mr. Lim and Mr. Heng had been involved in the decision-making and implementation of the management and operation decisions of the Group to reach unanimous consensus and ensure that the businesses are heading in a direction consistent with the Group's business strategy as a whole. The Controlling Shareholders have together centralised the ultimate control and right to make final decisions with respect to the businesses and projects of the Group. The Reorganisation is merely a reorganisation of the Group with no change in management of such business and ultimate owner of the business. Accordingly, the consolidated financial statements have been prepared on this basis by applying the principles of merger accounting, as if the Reorganisation had been completed on 1 January 2018.

The Group resulting from the Reorganisation, which involves interspersing the Company and the investment holdings companies of Lion City Global Limited, Blue Synergy Global Limited and Green Spring Global Limited by the Controlling Shareholders and TW-Asia Consultants Pte. Ltd., Artus Consultancy Services Pte. Ltd., TW-Asia Consultants Company Limited (formerly known as Tham and Wong (Vietnam) Co. Ltd.) and TW-Asia Consultants (HK) Limited (formerly known as Global Speed Limited), have always been under the collective control of the Controlling Shareholders since 1 January 2018 or their respective dates of incorporation where there is a shorter period, and before and after the Reorganisation.

2. GROUP REORGANISATION AND BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The consolidated financial statements have been prepared based on the accounting policies which conform with International Financial Reporting Standards issued by the International Accounting Standard Board (the "**IASB**").

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows include the results and cash flows of the companies now comprising the Group have been prepared as if the current group structure upon completion of the Reorganisation had been in existence since 1 January 2018 or their respective date of incorporation, where there is a shorter period. The consolidated statement of financial position of the Group as at 31 December 2018 have been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure upon completion of the Reorganisation had been in existence as at this dates, taking into account the respective dates of incorporation.

All intra-group transactions and balances have been eliminated in full.

No statutory financial statements of the Company have been prepared since its date of incorporation as it is incorporated in the jurisdiction where there are no statutory audit requirements.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

The Group has applied the following new and amendments to IFRSs issued by the IASB for the first time in the current year:

IFRS 16	Leases
IFRS 9 (Amendments)	Prepayment Features with Negative Compensation
IFRIC-Int 23	Uncertainty over Income Tax Treatment
IAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
IAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures
IFRSs (Amendments)	Annual Improvements to IFRSs 2015–2017 Cycle

Except as described below, the application of the new and amendments to IFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 *Leases* ("**IAS 17**"), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

As a lessor

The adoption of IFRS 16 did not have any impact on the Group's assets held as lessor under operating leases.

As a lessee

The Group has applied IFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and measured right-of-use assets at the carrying amounts as if IFRS 16 has been applied since commencement dates, but discounted using the incremental borrowing rates of the relevant group entities at the date of initial application by applying IFRS 16.C8(b)(i) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under IFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts;

(i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ending within 12 months of the date of initial application;

(ii) excluded initial direct costs from measuring the right-of-use assets at the date of the initial application;

(iii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of office premises was determined on a portfolio basis;

(iv) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options; and

(v) relied on the assessment of whether leases are onerous by applying IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* as an alternative of impairment review.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases (Continued)

As a lessee (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 3.86% to 6.36%.

	SGD'000
Operating lease commitment at 31 December 2018	158
Less: total future interest expenses	(44)
Present value of remaining lease payments, discounted using the incremental borrowing rate and lease liabilities recognised as at 1 January 2019	114
Less: practical expedient — leases with lease term ending within 12 months from the date of initial application	(4)
Lease liabilities as at 1 January 2019	110
Analysis as:	
Non-current	60
Current	50
	110

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

	SGD'000
Right-of-use assets relating to operating leases recognised upon application of IFRS 16	102
Add: Reclassification from prepayments *(note)*	3
	105

Note:

Payments for office premises in Singapore for own used properties were classified as prepayments as at 31 December 2018. Upon application of IFRS 16, the current prepayments amounting to approximately SGD3,000 was reclassified to right-of-use assets.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases (Continued)

The carrying amounts of right-of-use assets as at 1 January 2019 comprises the following:

	Right-of-use assets SGD'000
Right-of-use assets relating to operating leases recognised upon application of IFRS 16	105
By class:	
Buildings	105

Impacts on transition

On transition to IFRS 16, the Group recognised additional right-of-use assets and additional lease liabilities, recognising the difference in retained earnings, if relevant. The impact on transition is summarised below:

	1 January 2019 SGD'000
Retained earnings as at 31 December 2018	3,718
Adjustments under IFRS 16	(8)
Retained earnings as at 1 January 2019 (Restated)	3,710

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

Impacts on transition (Continued)

The following table summarises the impacts of the adoption of IFRS 16 on the Group's combined statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

	Carrying amount previously reported at 31 December 2018	Reclassification	Recognition of leases	Carrying amount under IFRS 16 at 1 January 2019
	SGD'000	SGD'000	SGD'000	SGD'000
Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16:				
Right-of-uses assets	–	3	102	105
Total non-current assets	**1,939**	**3**	**102**	**2,044**
Trade and other receivables	3,323	(3)	–	3,320
Total current assets	**5,719**	**(3)**	**–**	**5,716**
Lease liabilities (current)	–	–	50	50
Total current liabilities	**2,087**	**–**	**50**	**2,137**
Net current assets	**3,632**	**(3)**	**(50)**	**3,579**
Total assets less current liabilities	**5,571**	**–**	**52**	**5,623**
Lease liabilities (non-current)	–	–	60	60
Total non-current liabilities	**923**	**–**	**60**	**983**
Reserves	**4,648**	**–**	**(8)**	**4,640**

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

New and amendments to IFRSs that have been issued but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IAS 1 and IAS 8 (Amendments)	Definition of Material[1]
IFRS 9, IAS 39 and IFRS 7 (Amendments)	Interest Rate Benchmark Reform[1]
IFRS 3 (Amendments)	Definition of a Business[2]
IFRS 10 and IAS 28 (Amendments)	Sale or contribution of Assets between an Investor and its Associate or Joint Venture[4]
IFRS 17	Insurance Contracts[3]

1 Effective for annual periods beginning on or after 1 January 2020.

2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

3 Effective for annual periods beginning on or after 1 January 2021.

4 Effective for annual periods beginning on or after a date to be determined.

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the "Amendments to References to the Conceptual Framework in IFRS Standards" will be effective for annual periods beginning on or after 1 January 2020.

The Directors anticipate that the application of the new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRSs, which collective term includes all International Accounting Standards ("**IAS**") and related Interpretations, as issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**") and by the Hong Kong Companies Ordinance.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value or revalued amounts at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

The principal accounting policies adopted are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the company and its subsidiaries. Control is achieved when a company:

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

When the Group 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 Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group 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 Group obtains control over the subsidiary and ceases when the Group 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 Group gains control until the date when the Group 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.

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

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entitles in which the common control combination occurs as if they had been combined from the date when the combining entities first came under the control of the controlling party.

The net assets of the combining entities are combined using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

The consolidated statement of profit or loss and other comprehensive income include the results of each of the combining entities from the earliest date presented or since the date when the combining entities first came under the common control, where this is a shorter period.

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group which qualifies as business combination, except for those acquisitions which qualify as a common control combination and are therefore accounted for using merger accounting. Under the purchase method of accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange and, all acquisition-related costs are expensed. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of profit or loss and other comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policy adopted by the Group.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation

In the individual financial statements of the consolidated entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and

- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. SGD) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Depreciation commences when the assets are ready for their intended use.

Depreciation is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold improvement	Over the term of lease or 33.33%, whichever is shorter
Building	Over the lease term
Investment property	60 years
Computer and office equipment	33.33%
Motor vehicles	16.67%

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Investment property

Investment property is property held to earn rentals and/or for capital appreciation. On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is charged so as to write off the cost of investment property over the lease term and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

Research and development expense

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials and salaries where applicable. Capitalised development costs are stated at cost less accumulated amortisation and impairment losses. Other development expenditure does not meet these criteria is recognised as an expense in the period in which it is incurred.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Recognised financial assets and financial liabilities are initially measured at fair value.

Transaction costs that are directly attributable to its acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("**FVTPL**") 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 FVTPL are recognised immediately in profit or loss.

Financial assets

(i) Classification and subsequent measurement of financial assets

Financial assets 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.

Financial assets 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.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of IFRS 9/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 ("**OCI**") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or

- on initial recognition it is a 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 that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(i) Classification and subsequent measurement of financial assets (Continued)

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a financial assets and of allocating interest income over the relevant periods.

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 ("**ECL**"), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the financial assets 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 financial assets 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.

Interest income is recognised in profit or loss using the effective interest method and is included in the "other income, gains and losses, net" line item.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other income, gains and losses, net" line item.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(ii) Impairment of financial assets and contract assets under ECL model

The Group recognises a loss allowance for ECL on financial assets and contract assets which are subject to impairment under IFRS 9 (including trade and other receivables, contract assets, amounts due from directors and cash and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experiences, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and trade-related amounts due from related parties and measures the lifetime ECL on a collective basis for portfolios of trade receivables that share similar economic risk characteristics. The ECL on those financial assets are estimated using a provision matrix i.e. analysis of trade-related receivables by aging and apply a probability-weighted estimate of the credit losses within the relevant time band. The probability weighted estimate of the credit losses is determined 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 measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime 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.

(a) 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 financial analysts and governmental bodies, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(ii) Impairment of financial assets under ECL model (Continued)

(a) Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- 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;
- 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.

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 debt instrument is determined to have low credit risk if i) it has a low risk of default (i.e. no default history), 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 internal or external credit rating of investment grade in accordance with the globally understood definition.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(ii) Impairment of financial assets under ECL model (Continued)

(b) 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).

The Group also considers that default has occurred when the instrument 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.

(c) Credit-impaired financial assets

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;

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

(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;

(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.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(ii) Impairment of financial assets under ECL model (Continued)

(d) 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 one year 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. A write-off constitutes derecognition event. Any recoveries made are recognised in profit or loss.

(e) Measurement and recognition of ECL

The measurement of ECL 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. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL 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 effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence 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 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.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(ii) Impairment of financial assets under ECL model (Continued)

(e) Measurement and recognition of ECL (Continued)

Except for investments in debt instruments/receivables that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in other comprehensive income and accumulated in the FVTOCI reserve without reducing the carrying amount of these debt instruments.

(iii) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

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.

Classification of financial liabilities or equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements 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 an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities

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

(i) Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading.

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 a 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 that is not designated and effective as a hedging instrument.

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 and is included in the "other income, gains and losses, net" line item.

Fair value is determined in the manner described in Note 33.

(ii) 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 periods. 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.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

Property, plant and equipment, investment property and right-of-use assets are subject to impairment testing. They are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

Cash and cash equivalents

Cash and cash equivalents include cash at bank and on hand, demand deposits at banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Leases (upon application of IFRS 16 in accordance with transitions in note 3)

Definition of a lease

Lease is a contract contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lease (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lease (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from the commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 *Financial Instruments* ("IFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

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

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lease (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The lease liabilities are presented as a separate line in the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Prior to 1 January 2019)

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the time pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle 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. When 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 (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares (net of any related income tax benefit) are deducted from share premium to the extent they are incremental cost directly attributable to the equity transaction.

Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to clients in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a client
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to clients. Control of the asset may be transferred over time or at a point in time.

Control of the asset is transferred over time if:

(a) the client simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group's performance creates or enhances an asset (for example work in progress) that the client controls as the asset is created or enhanced; or

(c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If the control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the client obtains control of the asset.

(a) Civil and Structural engineering services

Where the outcome of a contract of comprehensive structural and geotechnical engineering consultancy service can be estimated reliably, revenue is recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on direct measurement to the value of contracts work performed, provided that contract work performed can be measured reliably according to the complete of specific detailed components as set out in the contract. Variation in contract work, claims and incentive payments (if any) are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When the outcome of a contact of comprehensive structural and geotechnical engineering consultancy service cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

(a) Civil and Structural engineering services (Continued)

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contact cost 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 consolidated statement of financial position as a liability and are shown as "Contract liabilities". Amount billed for work performed but not yet paid by the clients are included in the consolidated statement of financial position under "Trade and other receivables"

Incremental cost of obtaining a contract is capitalised if the Group expects to recover those costs, unless the amortisation period for such costs would be one year or less. Costs that will be incurred regardless of whether the contract is obtained are expensed as they are incurred.

The Group presents a contract liability or a contract asset in its consolidated statement of financial position when either party to the contract has performed. The Group performs by transferring goods or services to the client, and the client performs by paying consideration to the Group. Any unconditional rights to consideration are presented separately as "Trade and other receivable".

Contract liabilities are obligations to transfer goods or services to a client for which the Group has received consideration, or for which an amount of consideration is due from the client.

Contract assets are rights to consideration in exchange for goods or services that the Group has transferred to a client when that right is conditional on something other than the passage of time.

(b) Interest income

Interest income is recognised on an accrual basis using the effective interest method.

(c) Rental income

Rental income is recognised, on a straight-line basis, over the terms of the respective leases.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual instalments.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

Dividends proposed by the Directors are classified as a separate allocation of retained earnings within the equity section of the consolidated statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Employee benefits

Defined contribution plans

Singapore

The Group makes contributions to the Central Provident Fund ("**CPF**") scheme in Singapore, a defined contribution pension scheme. CPF is a compulsory comprehensive savings plan funded by contributions from employers and employees. Under the Central Provident Fund Act (Chapter 36 of the laws of Singapore) (the "**CPFA**"), the Group is required to submit to the CPF by the end of each month in respect of each employee, who is either a citizen or permanent resident of Singapore, contributions at the contribution rates prescribed in the CPFA. These contributions are recognised as an expense in the period in which they become payable in accordance with the scheme.

Vietnam

State pension scheme in Vietnam are recognise as an expense when employees have rendered service entitling them to the contributions.

Hong Kong

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "**MPF Scheme**") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 and they can choose to make additional contributions. Employers' monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500 (the "**mandatory contributions**"). Employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

Short-term employee benefits

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Taxations

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxations (Continued)

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

(a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

  (i) the same taxable entity; or

  (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue, expenses and assets are recognised net of the amount of GST or VAT except where the GST or VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the GST or VAT is recognised as part of the expenses item as applicable.

Receivables and payables are stated with the amount of GST included.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision maker for their decisions about resources allocation to the Group's business components for their review of the performance of those components.

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and if that person:

(i) has control or joint control over of the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group.

(b) the party is an entity and if any of the following conditions applies:

(i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiaries is related to the others).

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) the entity and the Group are joint ventures of the same third party.

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group (if the Group is itself such a plan) and the sponsoring employers are also related to the Group.

(vi) the entity is controlled or jointly controlled by a person identified in (a).

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources, or obligations between the Group and a related party, regardless of whether a price is charged.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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.

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Determining the lease term

As explained in policy note 4, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the group, the group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(b) Project-based services contracts

Revenue recognition on provision of civil and structural engineering consultancy services is dependent on the estimation of the progress of the satisfaction of performance obligation of a service contract over time. Based on the Group's past experience and the nature of the contract activities undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and the revenue can be reliably estimated. Actual outcome in terms of total contract costs and/or revenue may be higher or lower than those estimated at the end of each reporting period, which would affect the revenue and profit recognised in future years.

Significant judgment is required to estimate the total contract costs and the recoverable variation works that will affect whether any provision is required for foreseeable losses. The estimates are made based on past experience and knowledge of the project management.

Details of the revenue and contract assets are disclosed in Note 6 and Note 18.

(c) Estimation of useful lives of property, plant and equipment and investment property

The management depreciates and amortises the property, plant and equipment and investment property with definite useful lives on a straight-line basis over their estimated useful lives, respectively. The estimated useful lives reflect the directors' estimation of the periods that the future economic benefits can be derived from the usage of the Group's property, plant and equipment and investment properties with definite useful lives. If the estimated useful lives did not reflect its actual useful lives, additional depreciation and amortisation maybe required.

(d) Income taxes

The Group has exposure to income taxes in Singapore, Vietnam and Hong Kong. In determining the income tax liabilities, management is required to estimate the amount of capital allowances, deductibility of certain expenses and applicable tax incentives. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provision in the year in which such determination is made. The carrying amounts of the Group's current income tax liabilities as at 31 December 2019 and 2018 were approximately SGD432,000 and SGD301,000, respectively.

(e) Impairment of trade and other receivables and contract assets

Upon adoption of IFRS 9, the management estimates the amount of loss allowance for ECL on trade and other receivables that are measured at amortised cost based on the credit risk of the respective financial instruments and counterparty. The loss allowance amount is measured as the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the trade and other receivables. The assessment of the credit risk of the trade and other receivables involves high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly.

6. REVENUE AND SEGMENT INFORMATION

The Group's principal activities are provision of civil and structural engineering consultancy services. Revenue is recognised over time and is disaggregated by nature of services as follows:

	2019 SGD'000	2018 SGD'000
Consultancy services fee	**12,408**	9,844
Other service fee	**551**	505
	12,959	10,349

Revenue is measured based on the consideration specified in a contract with a client and excludes amounts collected on behalf of third parties. Under the contracts with clients, each consultancy service contract relates to facts and circumstances that are specific to each client. Contract terms provide the Group with an enforceable right to payment, for its performance completed to date, of its costs incurred plus a reasonable margin.

Transaction price allocated to the remaining performance obligation for contracts with customers

Remaining performance obligations

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) at 31 December 2018 and 2019 and the expected timing or recognising revenue are as follows:

	2019 SGD'000	2018 SGD'000
Remaining performance obligations expected to be satisfied during the year ending		
Within one year	**7,980**	8,680
1–2 years	**3,807**	4,500
2–5 years	**3,832**	2,845
	15,619	16,025

The Group expects the transaction price allocated to the unsatisfied contract at 31 December 2019 will be recognised as revenue within five years from 31 December 2019.

The chief operating decision-maker has been identified as the executive directors of the Company. The directors regard the Group's business of provision of civil and structural engineering consultancy services as a single operating segment and reviews the overall results of the Group as a whole to make decision about resources allocation. Accordingly, no segment analysis information is presented.

6. REVENUE AND SEGMENT INFORMATION (Continued)

Transaction price allocated to the remaining performance obligation for contracts with customers (Continued)

Geographical information

The Group's revenue is mainly derived from clients located in Singapore and Vietnam. The Group's revenue by the geographical location of the clients, determined based on the location of which the construction site located, is detailed below:

	2019 SGD'000	2018 SGD'000
Singapore	**9,350**	6,618
Vietnam	**2,808**	3,407
Other *(note)*	**801**	324
	12,959	10,349

Note: Other geographical locations are mainly located in Thailand, the Republic of Maldives and Hong Kong.

The Group's business activities are conducted predominantly in Singapore and Vietnam. Information about the Group's non-current assets by the geographical location of the assets is detailed below:

	2019 SGD'000	2018 SGD'000
Singapore	**1,779**	1,806
Vietnam	**126**	133
Hong Kong	**62**	–
	1,967	1,939

Information about major client

For the year ended 31 December 2019, no single client contributed 10% or more of the Group's revenue. Except for the client disclosed below, no other single client contributed 10% or more to the Group's revenue for the year ended 31 December 2018.

Revenue from client which individually contributed over 10% of the Group's revenue for the year ended 31 December 2018 is as follows:

	2019 SGD'000	2018 SGD'000
Client A	**N/A***	1,222

* The corresponding revenue does not contribute over 10% of total revenue of the Group.

7. OTHER INCOME, GAINS AND LOSSES, NET

	2019 SGD'000	2018 SGD'000
Interest income	**21**	24
Government grant *(note)*	**13**	9
Exchange gain, net	**16**	19
Other income or loss	**24**	13
	74	65

Note: The government grants received mainly comprise of the Special Employment Credit Scheme and the Temporary Employment Credit Scheme, which are incentives received upon fulfilling the conditions for compensation of expenses already incurred or as immediate financial support. There were no fulfilled conditions or contingencies relating to those government grants.

8. FINANCE COSTS

	2019 SGD'000	2018 SGD'000
Interest on bank loans	**47**	47
Interest on lease liabilities	**10**	–
	57	47

9. (LOSS)/PROFIT BEFORE INCOME TAX

	2019 SGD'000	2018 SGD'000
(Loss)/profit before income tax is stated after charging:		
(a) Staff costs (including directors' emoluments) *(note)*		
— Salaries, wages and other benefits	**7,205**	5,433
— Contributions to defined contribution retirement plans	**780**	544
	7,985	5,977
(b) Other items		
Depreciation for property, plant and equipment and investment property	**182**	168
Depreciation for right-of-use assets	**162**	–
Research and development expense	**298**	231
Auditors remuneration		
— audit services		
annual audit services	**87**	22
listing services (included in listing expenses)	**658**	–
— non-audit services	**52**	–
Operating lease charges in respect of leased premises	**–**	114
Expenses relating to short-term lease	**11**	–

Note:

Staff costs (including directors' emoluments)

	2019 SGD'000	2018 SGD'000
Cost of services	**6,324**	4,575
Administrative expenses	**1,661**	1,402
	7,985	5,977

10. INCOME TAX EXPENSE

	2019 SGD'000	2018 SGD'000
Current tax		
— Singapore corporate income tax	**329**	260
— Vietnam corporate income tax	**174**	348
— Hong Kong profits tax	**1**	–
Income tax expense	**504**	608

The applicable tax rate of subsidiaries in Singapore and Vietnam are 17% and 20% respectively for the years ended 31 December 2019 and 2018.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "**Bill**") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Reconciliation between income tax expense and (loss)/profit before income tax at applicable tax rate:

	2019 SGD'000	2018 SGD'000
(Loss)/profit before income tax	**(325)**	1,889
Tax at the applicable income tax rates	**(55)**	321
Tax rates for specific districts	**26**	50
Tax effect of non-taxable income	**(1)**	(23)
Tax effect of tax losses not recognised	**72**	29
Tax effect of non-deductible expenses	**567**	242
Tax refund	**(88)**	–
Tax reduction	**(27)**	(26)
Under provision in previous year	**10**	15
	504	608

In Singapore, the partial tax exemption scheme allows for (i) 75% tax exemption on the first S$10,000 of normal chargeable income; and (ii) a further 50% tax exemption on the next S$290,000 of normal chargeable income.

Tax rebate refers to the corporate income tax rebate which allows a 20% corporate income tax rebate capped at S$10,000 per year for the year of assessment 2019; and a 25% corporate income tax rebate capped at S$15,000 per year for the year of assessment 2020.

11. DIVIDEND

	2019 SGD'000	2018 SGD'000
Interim/final dividends	–	1,699

The directors of the Company do not declare or propose any payment of final dividend for the year ended 31 December 2019.

No dividends have been paid or declared by the Company since its date of incorporation.

Prior to the Reorganisation, the directors of TW-Asia Consultants Limited have declared and appropriated dividends to its then shareholder of approximately to SGD400,000 during the year ended 31 December 2018.

Prior to the Reorganisation, the directors of TW-Asia Consultants Company Limited (formerly known as Tham and Wong (Vietnam) Co. Ltd.) have declared and appropriated dividends to its then shareholder of approximately SGD1,299,000 during the year ended 31 December 2018.

12. (LOSS)/EARNING PER SHARE

	2019 SGD'000	2018 SGD'000
(Loss)/earning for the year attributable to the owners of the Company	(829)	1,281
	'000	'000
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earning per share *(note)*	463,151	450,000

Note: The calculation of basic (loss)/earning per share is based on the (loss)/profit attributable to owners of the Company for the year of approximately SGD(829,000) (2018: SGD1,281,000) and the weighted average number of 463,151,000 (2018: 450,000,000) ordinary shares in issue during the year ended 31 December 2019.

For the year ended 31 December 2019, the weighted average number of ordinary shares for the purpose of calculating basis loss per share have been adjusted for the effect of share offer completed on 29 November 2019.

For the year ended 31 December 2018, the weighted average number of ordinary shares for the purpose of calculating basic earning per share is calculated based on the assumption that 450,000,000 ordinary shares had been in issue, comprising 39,000,000 ordinary shares in issue and 411,000,000 ordinary shares to be issued pursuant to the capitalisation issue as detailed in the sub-section headed "Share Capital" set out in the Prospectus as if the shares had been outstanding throughout the period.

The dilutive (loss)/earning per share is the same as the basic (loss)/earning per share as there were no potential dilutive ordinary shares in issue during both years.

13. DIRECTORS' EMOLUMENTS

(a) Directors' emoluments

	Fees SGD'000	Salaries, allowances, and benefits in kind SGD'000	Discretionary bonuses SGD'000	Retirement scheme contribution SGD'000	Total SGD'000
Year ended 31 December 2019					
Executive directors:					
Mr. Wong *(note (i) and (ii))*	**–**	**284**	**–**	**6**	**290**
Ms. Leow *(note (i) and (iii))*	**–**	**193**	**–**	**12**	**205**
Mr. Lim *(note (i) and (iii))*	**–**	**195**	**–**	**13**	**208**
Mr. Heng *(note (i) and (iii))*	**–**	**180**	**–**	**9**	**189**
Independent non-executive directors:					
Dr. Tan Teng Hooi ("**Dr. Tan**") *(note (i) and (iv))*	**3**	**–**	**–**	**–**	**3**
Mr. Leong Jay ("**Mr. Leong**") *(note (i) and (iv))*	**3**	**–**	**–**	**–**	**3**
Mr. Ng Shing Kin ("**Mr. Ng**") *(note (i) and (iv))*	**3**	**–**	**–**	**–**	**3**
	9	**852**	**–**	**40**	**901**
Year ended 31 December 2018					
Executive directors:					
Mr. Wong *(note (i) and (ii))*	–	274	43	7	324
Ms. Leow *(note (i) and (iii))*	–	183	30	15	228
Mr. Lim *(note (i) and (iii))*	–	166	22	14	202
Mr. Heng *(note (i) and (iii))*	–	168	28	12	208
	–	791	123	48	962

Notes:

(i) For the years ended 31 December 2018 and 2019, there was no arrangement under which a director has waived or agreed to waive any emolument. During the year ended 31 December 2018 and 2019, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(ii) Mr. Wong was appointed as the executive director, chief executive officer and chairman of the Company on 6 July 2018.

(iii) Ms. Leow, Mr. Lim and Mr. Heng were appointed as the executive director of the Company on 6 July 2018.

(iv) Dr. Tan, Mr. Leong and Mr. Ng were appointed as the independent non-executive director of the Company on 29 June 2019.

13. DIRECTORS' EMOLUMENTS (Continued)

(b) Five highest paid individuals

For the years ended 31 December 2018 and 31 December 2019, the five individuals whose emoluments were the highest in the Group included four and four directors respectively.

Details of the emoluments of the remaining one highest paid individual are as follows:

	2019 SGD'000	2018 SGD'000
Salaries, fee and allowances	**112**	121
Discretionary bonuses	**19**	–
Retirement scheme contribution	**16**	14
	147	135

The emoluments fell within the following bands:

	2019 SGD'000	2018 SGD'000
Emolument bands:		
Nil to SGD150,000	**1**	1

For the years 31 December 2018 and 2019, no emoluments were paid by the Group to the above five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office as a director or management of any members of the Group.

14. PROPERTY, PLANT AND EQUIPMENT

	Building	Leasehold improvement	Motor vehicles	Computer and office equipment	Total
	SGD'000	SGD'000	SGD'000	SGD'000	SGD'000
Cost					
As at 1 January 2018	380	58	131	184	753
Additions	–	3	–	77	80
As at 31 December 2018 and 1 January 2019	380	61	131	261	833
Additions	–	10	–	86	96
Written-off	–	(19)	–	–	(19)
Exchange realignment	–	–	(1)	(1)	(2)
As at 31 December 2019	380	52	130	346	908
Accumulated depreciation					
As at 1 January 2018	57	15	12	89	173
Charge for the year	6	18	22	96	142
As at 31 December 2018 and 1 January 2019	63	33	34	185	315
Charge for the year	6	21	22	107	156
Written-off	–	(19)	–	–	(19)
As at 31 December 2019	69	35	56	292	452
Carrying amounts					
As at 31 December 2019	311	17	74	54	456
As at 31 December 2018	317	28	97	76	518

15. INVESTMENT PROPERTY

	SGD'000
Cost	
As at 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	1,550
Accumulated depreciation	
As at 1 January 2018	103
Charge for the year	26
As at 31 December 2018 and 1 January 2019	129
Charge for the year	26
As at 31 December 2019	155
Carrying amount	
As at 31 December 2019	1,395
As at 31 December 2018	1,421

The investment property of the Group consists of an industrial building. It was located at 81 Tagore Lane, #02–22, Tag. A, Singapore 787502 on a leasehold land. The estimated useful life of the investment property is 60 years. The investment property is stated at a cost less accumulated depreciation and any impairment loss.

For disclosure purpose, the fair value of the Group's investment property at 31 December 2018 and 31 December 2019 is SGD1,800,000 and SGD1,800,000 respectively. The fair value has been arrived at on the basis of a valuation carried out by Vincorn Consulting and Appraisal Limited ("Vincorn"), an independent qualified professional valuer not connected with the Group.

The fair value was determined based on the market comparable approach that reflects recent transactions prices for similar properties, adjusted for differences in nature, location and conditions of the properties under review. There has been no change from the valuation technique used in the prior year. The valuation was based in most recent selling prices of comparable properties. In estimating the fair value of the property their current use equal to their highest and best use.

Details of the Group's investment property and information about the fair value hierarchy as at 31 December 2019 and 31 December 2018 are as follows:

	Level 2 fair value measurement	
	2019 SGD'000	2018 SGD'000
Recurring fair value measurement for:		
— Property located in Singapore	**1,800**	1,800

16. RIGHT OF USE ASSETS

The Group does not have the option to purchase the right-of-use assets for a nominal amount at the end of the lease terms.

	Buildings SGD'000
Cost	
As at 1 January 2019 *(Note 3)*	105
Additions	173
As at 31 December 2019	278
Accumulated depreciation	
As at 1 January 2019	–
Charge for the year	162
As at 31 December 2019	162
Carrying amounts	
As at 31 December 2019	116

17. TRADE AND OTHER RECEIVABLES

	2019 **SGD'000**	2018 SGD'000
Trade receivables	**2,457**	3,154
Other receivables	**47**	59
Prepayments and deposits	**537**	110
	3,041	3,323

Trade receivables

The Group usually provides clients with a credit term of 0 to 30 days. For the settlement of trade receivables from provision of engineering consultancy services, the Group usually reaches an agreement on the term of each payment with the client by taking into account factors such as, among other things, the credit history of the client, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgment and experience of the management.

17. TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables (Continued)

Based on the invoice dates, the ageing analysis of the trade receivables, net of provision for impairment, was as follows:

	2019 SGD'000	2018 SGD'000
0–30 days	**1,092**	1,699
31–60 days	**798**	534
61–90 days	**251**	188
91–180 days	**143**	562
181–270 days	**151**	166
271–365 days	**–**	1
Over 365 days	**22**	4
	2,457	3,154

At the end of each reporting period, the Group reviewed trade receivables for evidence of impairment on both an individual and collective basis. Based on this assessment, no provision for impairment has been recognised as at 31 December 2018 and 31 December 2019.

18. CONTRACT ASSETS

	2019 SGD'000	2018 SGD'000
Contract assets	**2,519**	1,157
Contract liabilities	**–**	–
	2,519	1,157

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. The contract liabilities primarily relate to the advanced consideration received from clients, for which revenue is recognised based on the progress of the provision of related services.

Movements in the contract assets and the contract liabilities balances during the years ended 31 December 2018 and 2019 are as follows:

	2019		2018	
	Contract assets SGD'000	Contract liabilities SGD'000	Contract assets SGD'000	Contract liabilities SGD'000
Transfers to trade receivables from contract assets recognised at the beginning of the year	**1,126**	**–**	351	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

19. AMOUNTS DUE FROM DIRECTORS

Particulars of amounts due from directors are disclosed as follows:

			Maximum outstanding balance during the year ended	
	2019	2018	**2019**	2018
	SGD'000	SGD'000	**SGD'000**	SGD'000
Ms. Leow	**–**	12	**12**	12
Mr. Lim	**–**	9	**9**	9
Mr. Heng	**–**	4	**4**	4
	–	25		

The amounts due from directors are unsecured, non-interest bearing, non-trade nature and recoverable on demand.

20. CASH AND BANK BALANCES

	2019	2018
	SGD'000	SGD'000
Cash and bank balances *(note)*	**7,389**	1,214

Note:

Cash at banks carrying interest at variable rates which range from 0.1% to 4.8% per annum for the year ended 31 December 2019 (2018: 0.1% to 4.4% per annum).

21. TRADE AND OTHER PAYABLES

	2019 SGD'000	2018 SGD'000
Trade payables	**2**	113
Other payables	**1,197**	274
Accrued expenses	**403**	704
	1,602	1,091

Note: As at 31 December 2019, there was listing expense payable of approximately SGD945,000 (2018: approximately SGD269,000).

The Group is usually granted by subcontractors with a credit term of 0 to 30 days. The ageing analysis of trade payables based on the invoice date is as follows:

	2019 SGD'000	2018 SGD'000
0–30 days	**2**	106
Over 365 days	**–**	7
	2	113

22. BORROWINGS

	2019 SGD'000	2018 SGD'000
Current — secured		
Bank loans *(note (a) and (b))*	**42**	108
Non-current — secured		
Bank loans *(note (a) and (b))*	**843**	923
	885	1,031

According to the repayment schedule, the bank loans are repayable as follows:

	2019 SGD'000	2018 SGD'000
Within one year	**42**	108
More than one year, but not more than two years	**44**	91
More than two years, but not more than five years	**147**	156
More than five years	**652**	676
	885	1,031

22. BORROWINGS (Continued)

The range of interest rates per annum on the Group's borrowings were as follows:

	2019	2018
Bank loans — floating rate	**4.7%**	3.8% to 4.7%

Notes:

Two loans banking facilities were included in the borrowings:

(a) The mortgage loan facility ("**Facility 1**") was approximately SGD925,000 and SGD885,000 as at 31 December 2018 and 31 December 2019 respectively. As at 31 December 2018, Facility 1 was secured by the investment property and guaranteed by Mr. Wong and Ms. Leow. Facility 1 bear floating interest rate ranging from 3.8% to 4.7% and 4.7%, for the years ended 31 December 2018 and 31 December 2019 respectively. Such personal guarantee has been released during the year ended 31 December 2019.

(b) The instalment loan facility ("**Facility 2**") was approximately, SGD106,000 as at 31 December 2018. As at 31 December 2018, facility 2 was secured by the building and guaranteed by Mr. Wong and Ms. Leow. Facility 2 bear floating interest rate ranging from 4.0% to 4.2%, for the year ended 31 December 2018. Facility 2 was fully settled during the year ended 31 December 2019.

23. AMOUNT DUE TO A DIRECTOR

The amount due to a director is unsecured, non-interest bearing, non-trade nature and repayable on demand.

24. LEASE LIABILITIES

	2019 **SGD'000**
Minimum lease payments due:	
Within one year	**119**
More than one year but not later than two years	**8**
	127
Less: Future finance charges	**(3)**
Present value of lease liabilities	**124**
Present value of minimum lease payments:	
Within one year	**116**
More than one year but not later than two years	**8**
	124

25. SHARE CAPITAL

Details of movements of share capital of the Company are as follows:

	Number of shares	Amount HK$'000	SGD'000
Authorised:			
As at 6 July 2018 (date of incorporation), 31 December 2018 and 1 January 2019			
Ordinary shares of HK$0.01 each *(note (a))*	39,000,000	390	69
Increase of ordinary shares *(note (b))*	4,961,000,000	49,610	8,734
As at 31 December 2019	5,000,000,000	50,000	8,803
Issued and fully paid:			
Issue of shares upon incorporation on 6 July 2018 (date of incorporation) *(note (a))*	50,000	78	14
As at 31 December 2018 and 1 January 2019	50,000	78	14
Share repurchases *(note (c))*	(50,000)	(78)	(14)
Issue of 39,000,000 shares upon Reorganisation *(note (b))*	39,000,000	390	68
Issue of shares under capitalisation issue *(note (d))*	411,000,000	4,110	718
Issue of new shares by way of share offer *(note (e))*	150,000,000	1,500	262
As at 31 December 2019	600,000,000	6,000	1,048

Notes:

(a) The Company was incorporated on 6 July 2018 with an authorised share capital of HK$390,000 divided into 39,000,000 shares of HK$0.01 each. On the date of incorporation, one ordinary share was allotted and issued to Mr. Wong, the initial subscriber of the Company upon its incorporation. On the same day, Mr. Wong, Ms. Leow, Mr. Lim and Mr. Heng subscribed the in total 49,999 shares.

(b) Pursuant to a resolution in writing passed by all the shareholders of the Company on 20 June 2019, the authorised share capital of the Company was increased from HK$390,000 to HK$50,000,000 by the creation of a further 4,961,000,000 shares. Following the authorised share capital of the Company was increased, the Company allotted and issued 39,000,000 fully paid shares.

(c) Pursuant to reorganisation issued share denominated in USD were repurchased and cancelled. Share denominated in HKD were reissued to the controlling shareholders.

(d) Pursuant to the capitalisation issue of the Company passed by all the shareholders of the Company on 29 November 2019, additional 411,000,000 shares were allotted and issued to WMCH Global Holdings Limited on 29 November 2019.

(e) The Company was successfully listed on the GEM of the Stock Exchange on 29 November 2019 by way of share offer of 15,000,000 public offer share and 135,000,000 placing shares respectively at the offer price of HK$0.4 per share, the net proceeds were approximately HK$21,100,000 after deducting listing-related expenses. The proceeds were proposed to be used to finance the implementation plan as set forth in the section headed "Future Plans and use of Proceeds" of the Company's Prospectus.

(f) For the purpose of the presentation of the consolidated statement of financial position, the balance of the share capital as at 31 December 2018 represent the aggregate amount of issued share capital of Lion City Global Limited, Blue Synergy Global Limited, Green Spring Global Limited, TW-Asia Consultants Pte. Ltd., Artus Consultancy Services Pte. Ltd. and TW-Asia Consultants (HK) Limited (formerly known as Global Speed Limited).

26. SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Scheme**") on 6 November 2019 (the "**Adoption Date**"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

As at 31 December 2019, a total of 60,000,000 shares, representing 10% of the issued shares, were available for issue under the Scheme.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 December 2019.

The following is a summary of the principal terms of the Scheme conditionally approved and adopted by written resolutions of our then shareholders on 6 November 2019.

(a) Purpose

The purpose of the Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, subcontractors, agents, clients, business partners or service providers of our Group and to promote the success of the business of our Group.

(b) Who may join and basis of eligibility

On and subject to the terms of the Scheme and the requirements of the GEM Listing Rules, the Board shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant options to any participant.

(c) Price of Shares

The subscription price of a share in respect of any particular option granted under the Scheme shall be a price solely determined by our board and notified to a participant and shall be at least the higher of:

(i) the closing price of our shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day;

(ii) the average of the closing prices of our shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and

(iii) the nominal value of a share on the date of grant of the option.

For the purpose of calculating the subscription price, where our Company has been listed on the Stock Exchange for less than five business days, the issue price of the Shares on the Stock Exchange shall be used as the closing price for any business day fall within the period before listing.

(d) Grant of options and acceptance of offers

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK$1.00.

26. SHARE OPTION SCHEME (Continued)

(e) Maximum number of Shares

The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of shares in issue as at the listing date (i.e. 60,000,000 shares).

(f) Maximum entitlement of each participant

The total number of shares issued and to be issued upon exercise of the options granted to each eligible person (except for any INED or substantial shareholder of the Company) (including both exercised and outstanding options under the Scheme) in the twelve-month period expiring on the offer date must not exceed 1% of the issued Shares.

Where any further grant of options to an eligible person would result in excess of such limit shall be subject to the approval of the Shareholders at general meeting with such eligible person and his associates abstaining from voting. In seeking such approval, a circular must be sent to the shareholders containing the required details in accordance with Chapter 23 of the GEM Listing Rules.

(g) Grant of options to certain connected persons

(i) Any grant of an option to a director, chief executive or substantial shareholder of our Company (or any of their respective close associates) must be approved by our independent non-executive Directors (excluding any independent non-executive director who is the grantee of the option).

(ii) Where any grant of options to a substantial shareholder or an independent non-executive director (or any of their respective close associates) will result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Scheme and any other share option schemes of our Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant:

(a) representing in aggregate over 0.1% of our shares in issue; and

(b) having an aggregate value, based on the closing price of our shares at the date of each grant, in excess of HK$5 million,

such further grant of options is required to be approved by our shareholders at a general meeting of our Company, with voting to be taken by way of poll. Our Company shall send a circular to our Shareholders containing all information as required under the GEM Listing Rules in this regard. All core connected persons of our Company shall abstain from voting (except where any core connected person intends to vote against the proposed grant). Any change in the terms of an option granted to a substantial shareholder or an independent non-executive director or any of their respective close associates is also required to be approved by our shareholders in the aforesaid manner.

26. SHARE OPTION SCHEME (Continued)

(h) Restrictions on the times of grant of options

(i) Our Company may not grant any options after inside information has come to its knowledge until such inside information has been announced. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

(a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or other interim period (whether or not required under the GEM Listing Rules); and

(b) the deadline for our Company to publish an announcement of the results for any year, or half-year under the GEM Listing Rules, or quarterly or other interim period (whether or not required under the GEM Listing Rules), and ending on the date of the results announcement.

(ii) Further to the restrictions in paragraph (i) above, no option may be granted to a director on any day on which financial results of our Company are published:

(a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and

(b) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half year period up to the publication date of the results.

(i) Time of exercise of option

An option may be exercised in accordance with the terms of the Scheme at any time during a period as the board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

27. PLEDGE OF ASSETS

At the end of each reporting period, the following assets were pledged to bank to secure the Group's banking facilities:

	2019 **SGD'000**	2018 SGD'000
Investment property	**1,395**	1,421
Building	**–**	317
	1,395	1,738

28. RETIREMENT BENEFIT PLANS

The Group operates the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000 (2018: HK$30,000). Contributions to the plan vest immediately.

The CPF is a comprehensive social security system that enables working citizens and permanent residents of Singapore to set aside funds for retirement. We are required to pay monthly to the CPF in respect of each employee, who is either a citizen or permanent resident of Singapore, contributions at the contribution rates prescribed under the Central Provident Fund Act (Cap 36) of Singapore ("CPFA").

Pursuant to section 7(2) of the CPFA, the employer is allowed to recover certain amounts as stipulated in the CPFA from the monthly wages of an employee.

Section 7(3) of the CPFA provides that any employer who has recovered any amount from the monthly wages of an employee in accordance with the CPFA and fails to pay the contributions to the CPF within such time as may be prescribed, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S$10,000 or to imprisonment for a term not exceeding seven (7) years or to both.

Section 9 of the CPFA provides that, where the amount of the contributions which an employer is liable to pay in respect of any month is not paid within the prescribed period for payment, the employer shall be liable to pay interest on the amount for every day the amount remains unpaid commencing from the first day of the month succeeding the month in respect of which the amount is payable and the interest shall be calculated at the rate of 1.5% per month or the sum of S$5.00, whichever is the greater.

The CPFA provides that in general if any person convicted of an offence under the CPFA for which no penalty is provided shall be liable on conviction to pay a fine not exceeding S$5,000 or to imprisonment for a term not exceeding 6 months or both, and if that person is a repeat offender for the same offence, to a fine not exceeding S$10,000 or to imprisonment for a term not exceeding 12 months or both.

The total expense recognised in consolidated statement of profit or loss and other comprehensive income of approximately SGD401,000 and SGD618,000 respectively, represent contributions paid and/or payable to the scheme by the Group for the years ended 31 December 2018 and 2019 respectively.

The employees of the Group's subsidiary in Vietnam are members of a state-managed retirement benefit scheme operated by the local government. The subsidiary is required to a specified percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group's subsidiary in Vietnam with respect to the retirement benefit scheme is to make the specified contributions. The total contribution to the state-managed retirement benefit scheme and charged to profit or loss amounted to SGD162,000 for the year ended 31 December 2019 (2018: SGD143,000).

29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	**2019 SGD'000**	2018 SGD'000
Non-current asset			
Investment in subsidiary		**13**	–
		13	–
Current assets			
Prepayments		**341**	2
Amounts due from directors		**–**	14
Amount due from a subsidiary		**1,055**	–
Cash and bank balances		**4,272**	–
		5,668	16
Current liabilities			
Other payables		**1,051**	504
Amounts due to subsidiaries		**1,230**	–
Amount due to a director		**–**	454
		2,281	958
Net current assets/(liabilities)		**3,387**	(942)
Total assets less current liabilities		**3,400**	(942)
Net assets/(liabilities)		**3,400**	(942)
Capital and reserves			
Share capital	*25*	**1,048**	14
Reserves	*30*	**2,352**	(956)
Total equity		**3,400**	(942)

Approved and authorised for issue by the board of directors on 16 March 2020 and signed on its behalf by:

Wong Seng
Executive director

Leow Geok Mui
Executive director

30. RESERVES OF THE COMPANY

	Share premium SGD'000	Other reserve SGD'000	Accumulated losses SGD'000	Total SGD'000
As at 6 July 2018 (date of incorporation)	–	–	–	–
Loss and total comprehensive loss for the period	–	–	(956)	(956)
As at 31 December 2018 and 1 January 2019	–	–	(956)	(956)
Loss and total comprehensive loss for the year	–	–	(3,552)	(3,552)
Issue of shares upon Reorganisation	–	(68)	–	(68)
Capitalisation issue	(718)	–	–	(718)
Issue of new shares by way of share offer	10,251	–	–	10,251
Transaction costs attributable to issue of new shares	(2,605)	–	–	(2,605)
As at 31 December 2019	6,928	(68)	(4,508)	2,352

As at 31 December 2019, the Company had distributable reserves of approximately SGD2,352,000 (2018: Nil) calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

31. OPERATING LEASE COMMITMENTS

As lessee

At 31 December 2018, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

	2018 SGD'000
Within one year	102
In the second to fifth years	56
	158

The Group is the lessee in respect of premises under operating leases. The leases typically run for an initial period of one to three years. The leases do not include contingent rentals.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

32. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances and transactions detailed elsewhere in the consolidated financial statements, the Group had the following related party transactions during the years ended 31 December 2019 and 2018.

(a) Key management personnel remuneration

The emoluments of the directors of the Company, who represent the key management personnel during the both years are as follows:

	2019 **SGD'000**	2018 SGD'000
Salaries, fee and allowances	**861**	791
Discretionary bonuses	**–**	123
Retirement scheme contributions	**40**	48
	901	962

(b) Material related party transactions

Name of related party	**Nature**	**2019** **SGD'000**	2018 SGD'000
Tham & Wong LLP *(note)*	Consulting income	**33**	345

Note: Mr. Wong was one of the partners of Tham & Wong LLP. Mr. Wong was resigned as partner of Tham & Wong LLP on 14 February 2018.

(c) Financial guarantees given by related parties

Further details of financial guarantees provided by the directors are disclosed in Note 22.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include market risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the board of directors.

The Group's exposure to these risks and the financial risk management policies and practises used by the Group to manage these risks are described below.

(a) Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and liabilities:

	2019 SGD'000	2018 SGD'000
Financial assets		
Amortised cost:		
— Trade receivable, other receivables and deposits	**2,557**	3,242
— Cash and bank balance	**7,389**	1,214
— Amounts due from directors	**–**	25
	9,946	4,481
Financial liabilities		
Amortised cost:		
— Trade payable, other payables and accrued expenses	**1,600**	1,088
— Amount due to a director	**227**	587
— Lease liabilities	**124**	–
— Borrowings	**885**	1,031
	2,836	2,706

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(b) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate borrowings and balance due to changes of interest rate.

The directors of the Company consider the Group's exposures in relation to the bank balance are not significant as interest bearing bank balance have short maturity period and thus they are not included in sensitivity analysis.

The Group currently does not have any interest rate hedging policy. However, management closely monitors its exposure to future cash flow interest rate risk as a result of changes in market interest rates will consider hedging changes in market interest rates should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management Note 33(e).

Sensitivity analysis

As at 31 December 2018 and 31 December 2019, if the interest rate on all variable-rate borrowings had been 100 basis points higher/lower with all other variables held constant, the Group's (loss)/profit for the year would have been decreased/increased by approximately SGD11,000 and SGD10,000, respectively.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of each of the reporting period and had been applied to the exposure to interest rate risk for the borrowings in existence at that date. The 100-basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next reporting period. The analysis is performed on the same basis during the reporting period.

(c) Currency risk

The carrying amounts of the Group's monetary assets (including bank balances) denominated in currencies other than functional currency of the respective group entity at the end of each reporting period are as follows:

	Assets		Liabilities	
	2019 SGD'000	2018 SGD'000	**2019 SGD'000**	2018 SGD'000
USD	**228**	225	**–**	–

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(c) Currency risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivities to a 10% increase and decrease in the functional currency of the group against relevant foreign currency. 10% is the sensitivity rate which represents management's assessment of the reasonably possible change in foreign currency rate. The sensitivity analysis includes only outstanding USD denominated monetary items and adjusted their translation at the end of the reporting period for a 10 % change. A positive number indicates an increase in (loss)/profit for the year SGD strengths 10% against USD. For a 10% weakening of SGD against USD, there would be an equal but opposite impact on the (loss)/profit for the year.

	2019 **SGD'000**	2018 SGD'000
USD	**–/+23**	–/+23

In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent foreign currency risk as the exposure at the end of each reporting period do not reflect the exposure during the years ended 31 December 2019 and 2018.

(d) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to clients in the ordinary course of its operations. The Group's maximum exposure to credit risk on recognised financial assets and contract assets is limited to the carrying amount at end of each reporting period.

In respect of trade and other receivables and contract assets, individual credit evaluations are performed on all clients and counterparties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as well as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivable and contract asset balance at the end of each reporting period to ensure adequate impairment losses are made for irrecoverable amounts.

As at 31 December 2018 and 31 December 2019, the Group has concentration of credit risk as 10.7% and 33.7%, 6.92% and 27.05% of the total trade and other receivables were due from the Group's largest trade debtor and five largest trade debtors respectively. The aggregate amounts of trade and other receivables from these trade debtors amounted to SGD339,000 and SGD1,063,000, SGD233,000 and SGD912,000, of the Group's total trade and other receivables at 31 December 2018 and 31 December 2019 respectively.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(d) Credit risk (Continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward looking information. Internal credit rating, actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations, actual or expected significant changes in the operating results of the borrower and significant changes in the expected performance and behavior of the borrower including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower are indicators to be incorporated.

The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical elements and forward looking elements.

(i) Trade receivable and contract assets

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables and contract assets. Assessed lifetime expected credit loss rate of contract assets and trade receivables is close to be zero as there are no recent history of default and continuous payments have been received. Based on historical and forward looking elements of the Group, it was determined that no loss allowance provision is necessary in respect of these balances as there has not been a significant change in credit quality of the clients.

(ii) Other receivables and deposits

As at 31 December 2018 and 31 December 2019, the Group expects that the credit risk associated with other receivables and deposits is considered to be low, since the majority of these balances are deposits paid to landlord. The Group has assessed that the expected credit losses for these receivables are not material under the 12 months expected losses method. Thus no loss allowance provision was recognised during the years ended 31 December 2018 and 2019.

(iii) Cash and bank balances

In relation to the Group's cash and bank balances, the Group limits its exposure to credit risk by placing deposits with financial institution with high credit rating and no recent history of default. The directors consider that the Group's credit risk on cash and bank balances is low. Management continues to monitor the position and will take appropriate action if their ratings are changed. As at 31 December 2018 and 31 December 2019, the Group has no significant concentration of credit risk in relation to cash and bank balances.

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(e) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade and other payables, amount due to a director and amount due to a related party, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

Management monitors the cash flow forecasts of the Group in meeting its liabilities.

The table includes both interest and principal cash flows. To the extent that interest cash flows are at floating rate, the undiscounted amount is derived from current interest rates at the end of each reporting period.

	Weighted average effective interest rate %	On demand or within 1 year SGD'000	More than 1 year but less than 2 years SGD'000	More than 2 year but less than 5 years SGD'000	Over 5 years SGD'000	Undiscounted cash flows SGD'000	Total carrying amount SGD'000
As at 31 December 2019							
Trade and other payables	–	1,600	–	–	–	1,600	1,600
Amount due to a director	–	227	–	–	–	227	227
Lease liabilities	5.1	118	8	–	–	126	124
Borrowings	4.7	84	84	252	798	1,218	885
		2,029	92	252	798	3,171	2,836

	Weighted average effective interest rate %	On demand or within 1 year SGD'000	More than 1 year but less than 2 years SGD'000	More than 2 year but less than 5 years SGD'000	Over 5 years SGD'000	Undiscounted cash flows SGD'000	Total carrying amount SGD'000
As at 31 December 2018							
Trade and other payables	–	1,088	–	–	–	1,088	1,088
Amount due to a director	–	587	–	–	–	587	587
Borrowings	4.5	149	127	166	908	1,350	1,031
		1,824	127	166	908	3,025	2,706

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(f) Fair value measurement

The fair values of financial assets and financial liabilities are determined as follows:

— The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices; and

— The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to relatively short-term nature of these financial instruments.

For financial reporting purpose, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the input to the fair value measurements in its entirety.

The table below gives information about how the fair value of these financial assets and financial liabilities are measured at fair values on a recurring basis are determined (in particular, the valuation technique(s) and input used).

The different levels are defined as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

At the end of the reporting period, the Company has direct or indirect equity interests in the following principal subsidiaries:

Name of company	Place of incorporation/ establishment	Date of incorporation/ establishment	Registered capital	Paid up capital	Proportion of ownership interest Directly	Proportion of ownership interest Indirectly	Principal activities
Lion City Global Limited	British Virgin Island ("**BVI**")	28 May 2018	USD50,000	USD10,000	100%	–	Investment holding
Blue Synergy Global Limited	BVI	2 January 2018	USD50,000	USD10,000	–	100%	Investment holding
Green Spring Global Limited	BVI	30 May 2018	USD50,000	USD10,000	–	100%	Investment holding
TW-Asia Consultants Company Limited (formerly known as Tham & Wong (Vietnam) Co. Ltd.)	Vietnam	27 December 2006	VND 7,417,800,476	VND 7,417,800,476	–	100%	Provision of Civil and Structural and geotechnical engineering consultancy services
Artus Consultancy Services Pte Ltd	Singapore	22 January 2005	SGD50,000	SGD50,000	–	100%	Holding of investment property
TW-Asia Consultants Pte Ltd	Singapore	5 June 2013	SGD500,000	SGD500,000	–	100%	Provision of Civil and Structural engineering consultancy services
TW-Asia Consultants (HK) Limited (formerly known as Global Speed Limited)	Hong Kong	23 November 2019	HKD1	HKD1	–	100%	Provision of Civil and Structural engineering consultancy services

35. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to maintain capital structure in order to minimise the costs of capital, support its business and maximise shareholders' value.

The capital structure of the Group consists of net debt, borrowings, amount due to a director and lease liabilities, disclosed in notes 22, 23 and 24. Net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

The following is the debt to equity ratio at the end of each reporting period:

	2019 **SGD'000**	2018 SGD'000
Total borrowings *(Note (a))*	**1,236**	1,618
Less: cash and cash equivalents *(Note (c))*	**(7,389)**	(1,214)
Net debts/(assets)	**(6,153)**	404
Total equity *(Note (b))*	**11,646**	4,648
Debt to equity ratio	**N/A**	8.7%

Notes:

(a) Total borrowings represent borrowings, amount due to a director and lease liabilities.

(b) Total equity includes share capital and reserves at the end of each reporting period.

(c) Cash and cash equivalents include cash and bank balances.

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCIAL ACTIVITIES

	Lease liabilities SGD'000	Amount due (to)/from directors SGD'000	Borrowings SGD'000	Total SGD'000
As at 1 January 2018	–	73	(1,136)	(1,063)
Accrued interest	–	–	(47)	(47)
Interest paid	–	–	47	47
Financing cash inflows	–	(635)	–	(635)
Financing cash outflows	–	–	105	105
As at 31 December 2018	–	(562)	(1,031)	(1,593)
As at 1 January 2019	**(110)**	**(562)**	**(1,031)**	**(1,703)**
Accrued interest	**(10)**	**–**	**(47)**	**(57)**
Interest paid	**10**	**–**	**47**	**57**
Addition of lease liabilities	**(173)**	**–**	**–**	**(173)**
Financing cash outflows	**159**	**335**	**146**	**640**
As at 31 December 2019	**(124)**	**(227)**	**(885)**	**(1,236)**

37. EVENTS AFTER THE REPORTING PERIOD

Since January 2020, the outbreak on Novel Coronavirus ("**COVID-19**") has impacted the global business environment. Up to the date of these financial statements, COVID-19 has not resulted in material impact to the Group. Pending the development and spread of COVID-19 subsequent to the date of the financial statements, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group, the extent of which could not be estimated as at the date of these consolidated financial statements. The Group will continue to monitor the development of COVID-19 and react actively to its impact on the financial position and operating results of the Group.

38. COMPARATIVE FIGURES

The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3.

In additional, certain comparative figure have been reclassified to be consist with the current year's presentation.

39. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 16 March 2020.

THREE-YEAR FINANCIAL SUMMARY

A summary of the results, and of the assets, liabilities and non-controlling interest of the Group for the last three financial years, as extracted from the published audited consolidated financial statements or published prospectus of the Company is set out below.

	Year ended 31 December		
	2019	2018	2017
	SGD'000	SGD'000	SGD'000
RESULTS			
REVENUE	**12,959**	10,349	8,440
Cost of services	**6,826**	(5,148)	(3,652)
Gross profit	**6,133**	5,201	4,788
Other income, gains and losses, net	**74**	65	80
Administrative expenses	**(3,199)**	(2,380)	(1,693)
Listing expenses	**(3,276)**	(950)	–
Finance costs	**(57)**	(47)	(45)
(Loss)/profit before income tax	**(325)**	1,889	3,130
Income tax expense	**(504)**	(608)	(556)
(Loss)/profit for the year	**(829)**	1,281	2,574
Attributable to:			
Owners of the Company	**(829)**	1,281	2,574
ASSETS, LIABILITIES AND EQUITY			
TOTAL ASSETS	**14,916**	7,658	7,552
TOTAL LIABILITIES	**(3,270)**	(3,010)	(2,495)
TOTAL EQUITY	**11,646**	4,648	5,057

* The shares of the Company were initially listed on the GEM of The Stock Exchange of Hong Kong Limited.