ZHENG LI HOLDINGS LIMITED
正力控股有限公司

(incorporated in the Cayman Islands with limited liability)

STOCK CODE: 8283

2019
Annual Report

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This report, for which the directors (the "Directors") of Zheng Li Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading, and all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

CONTENTS

CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. YAN Jianqiang *(Co-Chairman and Chief Executive Officer)*
Mr. WU Tangqing *(re-designated and appointed as Co-Chairman on 7 April 2020)*
Mr. CHUA Boon Hou (CAI Wenhao)
Mr. CHEN Feng *(resigned on 15 February 2019)*

NON-EXECUTIVE DIRECTOR

Mr. YUAN Guoshun *(re-designated on 7 April 2020)*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Yiu Cho
Mr. ZHANG Guangdong
Mr. CHEN Huichun *(appointed on 11 September 2019)*
Mr. DENG Bin *(resigned on 11 September 2019)*

AUDIT COMMITTEE

Mr. LEUNG Yiu Cho *(Chairman)*
Mr. CHEN Huichun *(appointed on 11 September 2019)*
Mr. ZHANG Guangdong
Mr. DENG Bin *(resigned on 11 September 2019)*

REMUNERATION COMMITTEE

Mr. LEUNG Yiu Cho *(Chairman)*
Mr. YAN Jianqiang
Mr. ZHANG Guangdong

NOMINATION COMMITTEE

Mr. ZHANG Guangdong *(Chairman)*
Mr. CHEN Huichun *(appointed on 11 September 2019)*
Mr. YAN Jianqiang
Mr. DENG Bin *(resigned on 11 September 2019)*

RISK MANAGEMENT COMMITTEE

Mr. ZHANG Guangdong *(Chairman)*
Mr. CHUA Boon Hou (CAI Wenhao)
Mr. YAN Jianqiang

COMPLIANCE OFFICER

Mr. CHUA Boon Hou (CAI Wenhao)

COMPANY SECRETARY

Mr. WONG Cheung Ki Johnny, FCPA, ACIS, ACS

AUTHORISED REPRESENTATIVES

Mr. CHUA Boon Hou (CAI Wenhao)
Mr. WONG Cheung Ki Johnny, FCPA, ACIS, ACS

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STOCK CODE

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COMPANY'S WEBSITE ADDRESS

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CHAIRMAN'S STATEMENT

On behalf of the board of Directors (the "Board") of Zheng Li Holdings Limited (the "Company") and its subsidiaries (the "Group"), I am pleased to present the annual results of the Group for the year ended 31 December 2019.

The Group recorded an increase in revenue by approximately S$5.0 million or 28.7% from approximately S$17.6 million for the year ended 31 December 2018 to approximately S$22.6 million for the year ended 31 December 2019. The increase was a result of increase in revenue from both Singapore and China markets.

The Group recorded a loss for the year ended 31 December 2019 of approximately S$1.2 million compared to a loss of approximately S$3.8 million recorded for the year ended 31 December 2018. However, the Group has recorded an operating profit of S$2.5 million for the year ended 31 December 2019 as compared to an operating loss of S$1.6 million for the year ended 31 December 2018.

The decrease in loss was mainly due to (i) an increase in revenue by approximately S$5.0 million of which approximately S$3.1 million and S$1.9 million were generated from subsidiaries in Singapore and China respectively; (ii) decrease in marketing and distribution expenses by approximately S$0.2 million and (iii) decrease in professional and consultation fee by approximately S$0.5 million. The decrease in loss was partially offset by (i) an increase in cost of materials by approximately S$3.3 million, which was in line with increase in revenue; (ii) increase in employee benefit expense by approximately S$0.4 million as a result of increase in headcounts from our subsidiaries in China.

In 2019, we were encouraged by the continued positive performance of our new business and services in China with an innovative and integrated service platform of car renting and trading of passenger cars despite the protracted trade tensions between United State of America and China which may have certain impact on our business in China.

Moving forward to 2020, the automobile market in Singapore will continue to face uncertainty due to the car and motorcycle zero growth policy with effect from February 2018. Based on Annual Vehicle Statistic 2019 issued by Land Transport Authority of Singapore ("LTA"), as at 31 December 2019, there were merely one million of total motor vehicles in Singapore, of which private and private hire cars amounted to 0.5 million and 0.08 million respectively. The Group will continue leveraging on our strengths – our service, our brands and our talents, to remain competitive in the marketplace and acquire more market shares from our competitors in Singapore.

As mentioned previously, the Group is constantly looking for opportunities to expand our services and products and increase our customer base in both Singapore and China markets. The unfolding novel coronavirus (COVID-19) outbreak worldwide is also creating uncertainty to our business and may cause extensive disruptions to our business in both Singapore and China markets if the situation prolong. Our business operating costs may increase as a result of the outbreak of novel coronavirus. The Group has implemented business continuity plans to minimise disruption to our operations and ensure that our business remains viable during the virus outbreak.

Despite the continued macroeconomic and geopolitical headwinds, we have shown ourselves to be resilient and to stay ahead of the competition with our continued initiatives in the automobile and related services market in both Singapore and China. We are optimistic of opportunities ahead that will keep our business on track for growth.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all the employees and management team, customers, shareholders and business associates for the support throughout the years. I look forward to celebrating another year of success with all of you.

Yours sincerely,
YAN Jianqiang
Co-Chairman, Chief Executive Officer and Executive Director

17 April 2020

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group continued to maintain its position as a leading passenger car service provider in Singapore in 2019. Revenue increased by approximately S$5.0 million or 28.7 % from approximately S$17.6 million for the year ended 31 December 2018 to approximately S$22.6 million for the year ended 31 December 2019 mainly due to the increase in revenue from subsidiaries in both Singapore and China.

While the Group recorded a higher revenue in 2019 as compared to 2018, the Group has recorded a loss for the year ended 31 December 2019 of approximately S$1.2 million compared to a loss of approximately S$3.8 million recorded for the year ended 31 December 2018.

The decrease in loss was mainly due to (i) an increase in revenue by approximately S$5.0 million of which approximately S$3.1 million and S$1.9 million were generated from subsidiaries in Singapore and China respectively; (ii) decrease in marketing and distribution expenses by approximately S$0.2 million and (iii) decrease in professional and consultation fee by approximately S$0.5 million. The decrease in loss was partially offset by (i) an increase in cost of materials by approximately S$3.3 million, which was in line with increase in revenue; (ii) increase in employee benefit expense by approximately S$0.4 million as a result of increase in headcounts from our subsidiaries in China.

The Group is a leading automotive service provider in Singapore. We have over 16 years of experience in the passenger car service industry and offer a comprehensive range of passenger car services. Our passenger car services in Singapore mainly including (i) maintenance and repair services and (ii) modification, tuning and grooming services. These two services contributed approximately 89% or S$20.2 million of total revenue in 2019 (2018: 98% or S$17.2 million) and will be continue to be a key focus of the Group. We have the capability to maintain and repair a wide range of brands of passenger cars in Singapore and are equipped with diagnostic equipment for carrying out such services. We modify and tune mainly luxury and ultra-luxury passenger cars, providing services ranging from aesthetic modifications including installing body kits, to performance modifications including lowering the suspension of passenger cars and replacing the engine control unit. We also sell passenger car spare parts and accessories in Singapore and export to other countries, such as Malaysia, Indonesia, United Kingdom, China and Thailand.

We have also penetrating into China automobiles industry since the third quarter of 2018. Our new businesses in China primarily engage in timeshare car rental and long-term car rental. The management is committed to developing the "Internet +" car sharing and rental market in China. Besides, we are also providing our customers with an innovative car rental and a sales-integrated service platform which covers car sales and car rental service. Our revenue generated from subsidiaries in China saw a positive growth from approximately S$0.4 million in 2018 to approximately S$2.3 million in 2019. These new businesses will continue to provide a prime opportunity for the Group to diversify the Group's scope of business, broaden the Group's sources of income and achieve better return to the shareholders.

OUTLOOK

On 13 November 2019, one of our subsidiaries in China, 鄭州車主角汽車銷售有限公司 (Zhengzhou Car Zhujiao Car Sales Limited*) ("Car Zhujiao") entered into a strategic cooperation agreement (the "SCA 1") with 元寶淘車（蕪湖）新能源汽車科技有限公司 (Yuanbao Taoche (Wuhu) New Energy Source Automotive Technology Limited)("Yuanbao Taoche") and commenced thorough discussions on the sale of automobiles and service market. Pursuant to the SCA 1, Car Zhujiao officially participated in the service certification system of Yuanbao Taoche, which allows the full utilization of the strengths of the sales and after-sales service market of the new energy automobiles and maximizes the benefit of resources. The parties, with a focus on the demand of consumers, will join hands to develop smart retail of automobiles and the after-sales service market of automobiles and build the new model of "Sale + Service", so as to achieve business synergy in the sales of automobile, automobile finance and insurance, after-sales service market of second-hand automobiles in the new energy automobiles sector.

On 8 January 2020, Car Zhujiao and 樂山易通天下網絡科技有限公司 (Leshan Yitong Tianxia Network Technology Limited*) ("Leshan Yitong") commenced thorough discussions on the sale of automobiles and car-hailing travel market and entered into a strategic cooperation framework agreement ("SCFA"). Pursuant to the SCFA, the parties, with extensive experience and abundant resources in their respective fields, will strengthen their advantages in resource integration through strategic cooperation and establish a strong alliance in the field of automotive and mobility, so as to achieve mutual benefits in these areas such as sale of automobiles, travel operations, car financing and branding and to create greater business value for the cooperation between the parties to achieve a leap-forward development.

The cooperation with Yuanbao Taoche and Leshan Yitong will facilitate Car Zhujiao to achieve the goal of establishing an intelligent integrated service platform for new energy automobiles in China and expand its business from sale of new energy automobile to the field of general travel. With an innovative concept of platform operation, Car Zhujiao provides its customers with an innovative and integrated service platform of car renting, covering car sales, car financing service, car rental service and car insurance service. Automobiles will be its core products and through an innovative marketing strategy of financialized consumption, so as to establish a new owners club of "people + car + living".

On 8 January 2020, Car Zhujiao and 中青沃凱汽車有限公司 (Zhongqing Wokai Automobile Company Limited*) ("Zhongqing Wokai") entered into a strategic cooperation agreement ("the SCA 2"). Pursuant to the SCA 2, to satisfy the increasing demand of the middle class of China for self-driving tours, the parties, with extensive experience and abundant resources in their respective fields, will strengthen their cooperation in various aspects such as research and development of new-energy driven sedans and campervans, and operation and management of self-driving tours and leisure travels in camp-sites, etc., so as to maximize the commercial value of mutual cooperation and achieve quantum leap for development. The cooperation with Zhongqing Wokai will facilitate CarZhujiao to extend its reach from the sales of new energy automobiles to the self-driving tour field in China.

On 18 February 2020, LTA announced that under the Land Transport Master Plan 2040, Singapore will embark on a vision to have all vehicles run on cleaner energy by 2040. As part of Budget 2020, the Singapore government is introducing measures to facilitate adoption of electric vehicles, which is one of the cleanest and lowest-emission vehicular technologies available today. The move to phase out internal combustion engines car to electric car by 2040 may not have any significant impact to the Group's business in Singapore in the next decade as petrol-driven cars still make up the majority of cars on the road.

Based on LTA's statistic as at 31 December 2019, they were only 1,120 fully electric cars on the road or just 0.18 per cent of the total car population in Singapore and majority were owned by car-sharing firm BlueSG, ride-hailing giant Grab and HDT, another all-electric taxi fleet operator in Singapore. One of the reasons for lack of popularity of electric vehicles in Singapore is due to unavailability of home charging for car owner except landed property residents with their own car park space while majority of Singapore local residents are staying in high rise apartments. Currently there are only about 1,600 charging points in Singapore.

In preparation for the market developments, the Group will continue to pursue technological advancement in both repair equipment and new vehicle engine type to ensure that our technicians continuously upgrade their skills and technical knowledge in order for them to be able to service a wide range of brands of passenger cars which drives the future development of the car maintenance and repair market in Singapore.

Moving forward, the Group will be continuing focus on maintaining its leading position in the Singapore passenger car market by retaining existing customers and also acquire more new customers and increase our market shares through customer retention program such as bundle deals and loyalty points for redemption of vouchers and services. The management will continue to forge stronger bonds with our customers, suppliers and working partners and expand our service and product offerings as customer demands and trends shift in both Singapore and China markets.

FINANCIAL REVIEW

REVENUE

Revenue of the Group increased by approximately S$5.0 million or 28.7% from approximately S$17.6 million for the year ended 31 December 2018 to approximately S$22.6 million for the year ended 31 December 2019. The increase in revenue was a result of the higher capacity and/or range of services from subsidiaries in both Singapore and China.

COST OF MATERIALS

Cost of materials increased by approximately S$3.3 million or 36.7% from approximately S$8.9 million for the year ended 31 December 2018 to approximately S$12.1 million for the year ended 31 December 2019. The increase in cost of materials was in line with increase in revenue.

EMPLOYEE BENEFITS EXPENSE

Employee benefits expense increased by approximately S$0.4 million from approximately S$5.7 million for the year ended 31 December 2018 to approximately S$6.1 million for the year ended 31 December 2019. The increase in employee benefits expense was a result of increase in headcounts from our subsidiaries in China.

DEPRECIATION OF RIGHT-OF-USE ASSETS

The Group has recorded a depreciation of right-of-use assets amounting to approximately S$1.1 million for the year ended 31 December 2019 (2018: Nil) as a result of adoption of IFRS 16 for lease contracts entered into or changed on or after 1 January 2019.

OTHER EXPENSES

Other expenses decreased by approximately S$2.3 million from approximately S$4.8 million for the year ended 31 December 2018 to approximately S$2.5 million for the year ended 31 December 2019.

The decrease in other expenses was mainly due to decrease in operating lease expense of approximately S$1.2 million as a result of adoption of IFRS 16 adjustments, and decrease in professional and consultation fee by approximately S$0.5 million.

LOSS FOR THE YEAR

The loss for the year decreased by approximately S$2.6 million from approximately a loss of S$3.8 million for the year ended 31 December 2018 to approximately a loss of S$1.2 million for the year ended 31 December 2019.

The decrease in loss was mainly due to (i) an increase in revenue by approximately S$5.0 million of which approximately S$3.1 million and S$1.9 million were generated from subsidiaries in Singapore and China respectively; (ii) decrease in marketing and distribution expenses by approximately S$0.2 million and (iii) decrease in professional and consultation fee by approximately S$0.5 million. The decrease in loss was partially offset by (i) an increase in cost of materials by approximately S$3.3 million, which was in line with increase in revenue; (ii) increase in employee benefit expense by approximately S$0.4 million as a result of increase in headcounts from our subsidiaries in China.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

CASH POSITION

The cash and bank balances amounted to approximately S$1.1 million and S$1.7 million as at 31 December 2019 and 2018 respectively. The functional currency of the Group is the Singapore dollar. As at 31 December 2019, 98.8% of the Group's cash and bank balances was denominated in the functional currency (31 December 2018: 40.0%) and the remaining 1.2% (31 December 2018: 60.0%) in other currencies, mainly the Hong Kong dollar and Renminbi.

The Group had net cash flows used in operating activities of approximately S$0.8 million mainly due to an increase in trade receivables, prepayments, other receivables and other assets, and a decrease in trade and other payables. Particulars of the Group's bank facilities as at 31 December 2019 are set out in Note 25 to the financial statements.

GEARING RATIO

Gearing ratio is measured by interest-bearing bank and other borrowings divided by the total equity. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratio was 0.8 as at 31 December 2019 (31 December 2018: 0.3).

RISK OF EXCHANGE RATE FLUCTUATION

The Group has currency exposures arising from sales, purchases and interest-bearing bank and other borrowings that are denominated in a currency other than the functional currency of the Group. No hedge has been taken up to mitigate this exposure. Information on the foreign currency sensitivity analysis of the Group is set out in Note 35 to the financial statements.

CHARGE ON ASSETS

As at 31 December 2019, the Group's long term loans are secured by a legal mortgage of the Group's freehold property which had a carrying amount of approximately S$2.2 million (2018: approximately S$2.3 million). Details of the Group's charge on assets as at 31 December 2019 are set out in Note 25 to the financial statements.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2019, the Group had a total number of 180 full-time employees (31 December 2018: 94). The remuneration packages of all employees are determined based on factors such as the employees' individual qualifications, contribution to the Group, performance and years of work experience. The Group provides ongoing training to the staff in order to enhance their technical skills and product knowledge and to provide them with updates with regards to industry quality and work safety standards.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Except on disclosed herein, the Group did not have any significant investments during the year ended 31 December 2019 and did not have any material acquisition and disposal of subsidiary, associates or joint ventures during the year ended 31 December 2019.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED SOURCES OF FUNDING

As at the date of this report, the Board does not have any plan for material investments or capital assets.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2019 (2018: Nil).

DIRECTORS AND SENIOR MANAGEMENT

The Board currently consists of 7 Directors, comprising 3 Executive Directors, 1 Non-Executive Director and 3 Independent Non-Executive Directors. The functions and duties of the Board include convening shareholders' meetings, reporting on the Board's work at these meetings, implementing the resolutions passed at these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, the Board is responsible for exercising other powers, functions and duties in accordance with the articles of association of the Company (the "Articles of Association").

EXECUTIVE DIRECTORS

Mr. YAN Jianqiang (燕建強) ("Mr. Yan"), aged 43, is a Co-Chairman of the Board, Chief Executive Officer and Executive Director. He is the responsible person providing leadership to and overseeing the management of the Board. Mr. Yan was appointed to the Board on 12 October 2018. He is also a member of each of the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the risk management committee (the "Risk Management Committee").

Mr. Yan has continuously served in automotive accessories sales and internet companies for 21 years with hands-on experience in the corporate management industry. Since his graduation from Henan Business College in July 1998, he had served in various companies such as 鄭州市先河實業發展有限公司 (Zhengzhou Xianhe Industry Development Co., Ltd.*, the principal operation of which is sales of automotive parts and accessories), 河南華誼網絡科技有限公司 (Henan Huayi Network Technology Co., Ltd.*) and 河南東方禦道實業有限公司 (Henan Dongfang Yudao Industry Development Co., Ltd.*), where he was responsible for management duties in areas such as sales management and internet innovation. In particular, he is considerably experienced in internet technology management and the construction of the industry ecosystem of automotive accessories sales.

Mr. WU Tangqing (吴堂青) ("Mr. Wu"), aged 51, was re-designated from a Non-Executive Director to an Executive Director of the Company as recommended by the Nomination Committee and approved by the Board on 7 April 2020. He has been a Non-Executive Director from 23 April 2018 to 7 April 2020. Mr. Wu was appointed as a Co-Chairman on 7 April 2020.

Mr. Wu is the chairman of 中能萬源(北京)汽車銷售股份公司 (Zhongneng Wanyuan (Beijing) Automobile Sales Co., Ltd.*) and has served as the chairman of 深圳匯世康聯投資管理有限公司 (Shenzhen Huishi Kanglian Investment Management Co, Ltd.*) from March 2013 to August 2014. Mr. Wu has extensive experiences in finance, management and sales in the automobile industry, and attended the Executive Master of Business Administration (EMBA) Training Course of Peking University (北京大學高級工商管理EMBA研修班) from June 2014 to June 2015.

Mr. CHUA Boon Hou (CAI Wenhao) (蔡文豪) ("Mr. Chua"), aged 47, is the Chief Operating Officer and an Executive Director. He is primarily responsible for the management and operation of the Group such as implementing strategic management and monitoring key performance indicators of the Group. His other responsibilities include the day-to-day management of the operational aspects of both KBS and MBMW. He currently heads the human resource department of the Group and is responsible for the recruitment of new talents into the Group. Mr. Chua was appointed to the Board on 13 April 2016. He is also a member of the Risk Management Committee and the compliance officer of the Company. He has over 11 years of experience in the automobile industry.

Mr. Chua graduated from Nanyang Technological University, Singapore, in January 1997 with a degree of bachelor of business. Shortly after his graduation, Mr. Chua obtained a diploma in life insurance from the Singapore College Insurance in May 1999. Besides being a Fellow to the Life Management Institute (FLMI) in May 1997, he also became an associate to the Academy of Life Underwriting (AALU) in July 2006. Prior to joining the Group in April 2008, Mr. Chua had experience with several insurance companies including Great Eastern Life Insurance, Prudential Assurance Company Singapore (Pte) Limited and NTUC Income Insurance Co-operative Limited.

In view of his work experience, Mr. Chua was invited to the Group as an administrative manager in charge of the administration and customer services of the Group in April 2008. Over the years, he rose steadily through the ranks becoming our human resource manager in January 2012 and appointed as our chief operating officer in December 2015 in recognition for his continuous contribution to the Group.

NON-EXECUTIVE DIRECTOR

Mr. YUAN Guoshun (袁國順) ("Mr. Yuan"), aged 49, was re-designated from an Executive Director to a Non-Executive Director of the Company as recommended by the Nomination Committee and approved by the Board on 7 April 2020. Mr. Yuan had been an Executive Director of the Company from 7 November 2018 to 7 April 2020.

Mr. Yuan has served in companies engaged in food production and sales and corporation management consulting for 21 years, with hands-on experience in corporate management. After his graduation from the Executive Master of Business Administration (EMBA) Training Course of Peking University (北京大學高級工商管理EMBA研修班) from June 2014 to June 2015, he has served in various companies such as 河南奧克調味品有限公司 (Henan Aoke Condiments Co., Ltd.*) and 河南壹玖實業有限公司 (Henan One Nine Industry Co., Ltd.*), where he was responsible for corporation management. In particular, he is experienced in corporation management.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Yiu Cho (梁耀祖) ("Mr. Leung"), aged 40, is an Independent Non-Executive Director. He was appointed to the Board on 21 October 2016 and does not hold any position with other members of the Group. Mr. Leung has over 13 years of experience in financial management and corporate finance. He is also the chairman of the audit committee (the "Audit Committee") and the Remuneration Committee.

Mr. Leung is also an independent non-executive director at CAA Resources Limited (Stock Code: 2112) (a company listed on the main board of the Stock Exchange ("Main Board")). He joined Artini Holdings Limited (formerly known as Primeview Holdings Ltd.) (Stock Code: 0789) (a company listed on the Main Board), as its chief financial officer in December 2013 and has been its investment principal since October 2015 and an executive director in December 2016 until his resignation in September 2019. Mr. Leung was responsible for monitoring corporate finance transactions and investors relationship. Prior to that, Mr. Leung started his employment with Deloitte Touche Tohmatsu in June 2005 as a semi-senior accountant before leaving as a senior accountant in July 2006. Between July 2006 and August 2007, he was the assistant financial controller of Ta Yang Group Holdings Limited (大洋集團控股有限公司) (Stock Code: 1991) (a company listed on the Main Board). From August 2007 to September 2008, Mr. Leung joined CSC Securities (HK) Limited (群益證券(香港)有限公司) as an executive in the investment banking department. Mr. Leung was the financial controller and board secretary of United Technology Holdings Company Limited (聯合科技控股有限公司) in 2011. From March 2012 to August 2013, he joined Highland Asset Management Corporation (漢鎰資產管理股份有限公司) as its senior deputy finance manager and board secretary.

Mr. ZHANG Guangdong (張廣東) ("Mr. Zhang"), aged 43, is an Independent Non-Executive Director of the Company. Mr. Zhang was appointed to the Board on 27 June 2018. He is also the chairman of the Nomination Committee and the Risk Management Committee, and a member of the Audit Committee and the Remuneration Committee.

Mr. Zhang holds a Master's degree in International Law. He has practiced as a lawyer in PRC since 2008 and served in various companies as a legal consultant. Mr. Zhang is a practicing solicitor of 上海市建緯律師事務所 (Shanghai Jianwei Law Firm*). He has extensive experience in corporate legal management.

Mr. CHEN Huichun (陳回春) ("Mr. Chen"), aged 47, was appointed as an Independent Non-Executive Director of the Company on 11 September 2019. He is also a member of the Nomination Committee and the Audit Committee.

Mr. Chen is an entrepreneur with extensive experience in the real estate industry in mainland China. In July 2018, Mr. Chen completed a business administration programme and obtained a Bachelor's degree in Management from 西北民族師範學院 (Northwest Minzu Normal University*). In the past over ten years, he has established a number of real estate companies, such as 鞍山市共榮房地產開發有限責任公司 (Anshan City Gongrong Real Estate Development Co., Ltd.*), 鞍山市共成房地產開發有限公司 (Anshan City Gongcheng Real Estate Development Co., Ltd.*) and 鞍山市共富房地產開發有限公司 (Anshan City Gongfu Real Estate Development Co., Ltd.*), in which he played a leading role. Mr. Chen has extensive management experience in the real estate field and a continuing and firm vision for investment. Coupled with his excellent management capability, he is an outstanding and successful entrepreneur. Mr. Chen is currently involved in the field of new energy vehicles and is committed to contributing to the economic development and the construction of green homes of Anshan City.

SENIOR MANAGEMENT

Ms. YANG Ruiping (楊銳萍) ("Ms. Yang"), aged 32, joined the Group on 15 February 2019 as the financial controller and was appointed as the Chief Financial Officer of the Company on 10 May 2019. She has 10 years experiences in finance and audit work with hands-on experience in corporate financial management. She had served in various companies including 河南萬豐會計師事務所 (Henan Wanfeng Accounting Firm*), 永發（河南）模塑科技發展有限公司 (Wingfat (Henan) Molded Fiber Technology Development Co., Ltd*) and 河南東方禦道實業有限公司 (Henan Dongfang Yudao Industry Development Co., Ltd.*), where she was responsible for comprehensive financial management in areas such as overall corporate financial audit and budget. She has extensive practical experience in organization and management framework design in corporate finance, financial internal control system development, comprehensive budget management, cost control, financial analysis and capital management. Ms. Yang holds a bachelor's degree in managerial economics from Zhengzhou University of Light Industry. Ms. Yang is a practicing member of Chinese Institute of Certified Public Accountants.

Ms. Karen LEE Peay Jang ("Ms. Lee"), aged 57, the finance manager, joined the Group in March 2011 as its account manager and was appointed as the Group's finance manager in April 2016. Ms. Lee has over 17 years of experience in the auditing and accounting and is responsible for the management of the Group's financing and accounting matters.

Prior to joining the Group, Ms. Lee worked in Aztech Group Ltd as senior accounts officer from March 1995 to February 2011. Ms. Lee obtained a diploma in financial and management accounting from the Toronto School of Business Inc., Canada in June 1990.

COMPANY SECRETARY

Mr. WONG Cheung Ki Johnny (王章旗) ("Mr. Wong"), aged 36, joined the Group on 13 April 2016 as the company secretary of the Company (the "Company Secretary").

Mr. Wong is currently a director of a corporate services company and the sole proprietor of an accounting firm. In addition, he is a company secretary of China MeiDong Auto Holdings Limited (Stock Code: 1268) and Ascentage Pharma Group International (Stock Code: 6855), companies listed on the Main Board, and is a joint company secretary of China Hongguang Holdings Limited (Stock Code: 8646), a company listed on the GEM of the Stock Exchange. Mr. Wong has over 13 years of accounting and financial experience. Mr. Wong was admitted as a member of the Hong Kong Institute of Certified Public Accountants in February 2009, a fellow of the Hong Kong Institute of Certified Public Accountants in July 2016, an associate of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in December 2016 and a fellow of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute in March 2018.

Mr. Wong obtained a degree of bachelor of business administration in accounting from The Hong Kong University of Science and Technology in November 2005 and a degree of master of corporate governance from The Hong Kong Polytechnic University in September 2016.

COMPLIANCE OFFICER

Mr. CHUA Boon Hou (CAI Wenhao) is an Executive Director and the compliance officer of the Company. Please refer to Mr. Chua's biography as disclosed in the paragraph headed "Executive Directors" in this section of this annual report.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests.

Pursuant to code provision A.2.1 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules (the "CG Code"), the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. YAN Jianqiang is currently a Co-Chairman and the Chief Executive Officer of the Group. The Board believes that vesting the roles of both co-chairman and chief executive officer in the same person has the benefit of ensuring the consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

Save as disclosed above, the Directors consider that throughout the year ended 31 December 2019, the Company has applied the principles and complied with all the applicable code provisions set out in the CG Code.

BOARD DIVERSITY POLICY

The Board has adopted a policy of the Board diversity (the "Board Diversity Policy") which sets out the approach to achieve diversity on the Board. Under the Board Diversity Policy, the Company considers diversity of Board members to be achieved through consideration of a number of aspects, including but not limited to, gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments are based on merit, and candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee is responsible for reviewing and monitoring the implementation of the Board Diversity Policy to ensure the effectiveness of the Board Diversity Policy.

NOMINATION POLICY

The Company adopted a nomination policy on 15 March 2019, which establishes written guidelines to Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors. The Board, through the delegation of its authority to the nomination committee, has used its best efforts to ensure the Board has a balance of skills, experience, and diversity of perspectives appropriate to the requirements of the Company's business. Collectively, they have competencies in areas which are relevant and valuable to the Group.

DIVIDEND POLICY

The Company adopted a dividend policy on 15 March 2019 in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among other things, the following factors:

(a) the Company's current and future operations, actual and expected financial performance;

(b) any corporate development plans;

(c) the Group's liquidity position, working capital and capital expenditure requirements and future expected capital needs;

(d) the level of the Group's debt to equity ratio, return on equity and the relevant financial covenants;

(e) any restrictions on payments of dividends that may be imposed by the Group's lenders or other third parties;

(f) retained earnings and distributable reserves of the Company and each of the members of the Group;

(g) general economic conditions, the business cycle of the Group's business and other internal and external factors that may have an impact on the business or financial performance and position of the Company; and

(h) any other factor that the Board deems appropriate and relevant.

The recommendation of the payment of dividend is subject to the determination of the Board, and, any declaration of final dividend for the year will be subject to the approval of the shareholders. The payment of dividend is also subject to any restrictions under the Companies Law of the Cayman Islands and any other applicable laws, rule and regulations and amended and restated memorandum and articles of association of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct for securities transactions by Directors on terms equivalent to the Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code"). The Company had made specific enquiries with written guidelines in relation to the Model Code to all Directors and all Directors have confirmed that they complied with the required standards set out in the Model Code for the year ended 31 December 2019.

THE BOARD

The Directors of who held office during the year ended 31 December 2019 were:

EXECUTIVE DIRECTORS

Mr. YAN Jianqiang (*Co-Chairman and Chief Executive Officer)*
Mr. YUAN Guoshun *(Co-Chairman)*
Mr. CHUA Boon Hou (CAI Wenhao)
Mr. CHEN Feng *(resigned on 15 February 2019)*

NON-EXECUTIVE DIRECTOR

Mr. WU Tangqing

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Yiu Cho
Mr. ZHANG Guangdong
Mr. CHEN Huichun *(appointed on 11 September 2019)*
Mr. DENG Bin *(resigned on 11 September 2019)*

Biographical details of the Directors are shown on pages 10 to 12 of this report. The List of Directors and their Role and Function was published both on the websites of the Company and the Stock Exchange. The Board is currently supported by the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee to oversee specific areas of the Company's affair. Each of these committees has been established with written terms of reference, which were approved by the Board, setting out the committee's major duties and responsibilities. These terms of reference were published both on the websites of the Company and the Stock Exchange.

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and the Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs and overseeing the achievement of strategic plans to enhance shareholders' value.

Generally, the Board is responsible for all major aspects of the affairs of the Company, including:

- formulation of overall strategies and review of its financial performance and results and the internal control systems;
- policies relating to key business and financial objectives of the Company;
- material transactions, including acquisition, investment, disposal of assets or capital expenditure;
- appointment, removal or reappointment of Board members and auditors;
- communication with key stakeholders, including shareholders and regulatory bodies; and
- recommendation to shareholders on final dividend and the declaration of any interim dividends.

The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor and disclose with reasonable accuracy the financial position of the Group. The Board updates the Company's shareholders ("Shareholders") on the operations and financial position of the Group through quarterly, interim and annual results announcements as well as the publication of timely reports and announcements of other matters as prescribed by the relevant laws, rules and regulations.

Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors, at the expense of the Company.

All Directors, including independent non-executive Directors assume the responsibilities to Shareholders for the well-being and success of the Company. They are aware of their duties to act in good faith and in the best interests of the Company.

The non-executive Directors (including the independent non-executive Directors), advise the Company on strategic and critical matters. The Board considers that each non-executive Director brings his own senior level of experience and expertise to the constructive functioning of the Board. To this end, regular informal meetings are held between the executive Directors and non-executive Directors. The Chairman held meetings with the non-executive Directors at least annually without presence of the executive Directors to evaluate the functioning of the Board.

Each of the Directors has entered into a service contract or has signed a letter of appointment with the Company for an initial term of three years until terminated by either party giving not less than three months' written notice to the other expiring at the end of the initial term of their appointment or any time thereafter. The appointments are subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

The executive Directors are delegated with responsibility to oversee and monitor the operation of specific business areas and to implement the strategies and policies set by the Board.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

During the reporting period, the Company at all time met the requirements of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board and with at least one of whom is with appropriate professional qualifications or accounting or related financial management expertise.

Each of the independent non-executive Directors has made written annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Upon review, the Board concluded that all the independent non-executive Directors are independent within the meaning of the GEM Listing Rules.

THE BOARD COMMITTEES

AUDIT COMMITTEE

The Audit Committee was established on 21 October 2016 with written terms of reference which were revised and adopted on 15 March 2019 in compliance with Rule 5.29 of the GEM Listing Rules and the CG Code. The Audit Committee has three members, namely Mr. LEUNG Yiu Cho, Mr. ZHANG Guangdong and Mr. CHEN Huichun, each of whom is an Independent Non-Executive Director. Mr. LEUNG Yiu Cho has been appointed as the chairman of the Audit Committee, and has the appropriate professional qualifications required under the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group, making recommendations to the Board on the appointment, reappointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor, oversee the audit process and perform other duties and responsibilities as assigned by the Board.

During the year ended 31 December 2019, the Audit Committee held 4 meetings, at which it has reviewed and discussed the quarterly, interim and annual financial results of the Group, including the accounting principles and practice adopted by the Group, the Company's compliance with the CG Code and disclosure in the Corporate Governance Report, the effectiveness of the Group's risk management and internal control systems as well as the Group's internal audit function. The Audit Committee has also recommended to the Board to (i) consider the re-appointment of Ernst & Young as the Company's external independent auditors at the annual general meeting, (ii) adopt the amended terms of reference of the Audit Committee.

The Audit Committed adopted the 2019 audit plan issued by Ernst & Young.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 21 October 2016 with written terms of reference in compliance with the CG Code. The Remuneration Committee has three members, namely Mr. LEUNG Yiu Cho, an Independent Non-Executive Director, Mr. ZHANG Guangdong, an Independent Non-Executive Director and Mr. YAN Jianqiang, an Executive Director, Co-Chairman and Chief Executive Officer. Mr. LEUNG Yiu Cho has been appointed as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations on employee benefit arrangements. No Director was involved in deciding his own remuneration.

During the year ended 31 December 2019, the Remuneration Committee held 2 meetings, at which it (i) recommended to the Board for consideration the distribution of discretionary bonus to executive Directors and senior management for the year 2018; (ii) recommended to the Board on the remuneration packages for executive Directors and senior management for the year 2019; (iii) recommended to the Board on the remuneration packages for independent non-executive Directors for the year 2019; and (iv) made a recommendation on the remuneration of the proposed independent non-executive Director.

NOMINATION COMMITTEE

The Company established the Nomination Committee on 21 October 2016 with written terms of reference where were revised and adopted on 15 March 2019 in compliance with the CG Code. The Nomination Committee consists of three members, being Mr. ZHANG Guangdong, an Independent Non-Executive Director, Mr. CHEN Huichun, an Independent Non-Executive Director and Mr. YAN Jianqiang an Executive Director, Co-Chairman and Chief Executive Officer. Mr. ZHANG Guangdong has been appointed as the chairman of the Nomination Committee. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment and removal of Directors and to be responsible for reviewing the structure, size, diversity and composition of the Board on a regular.

During the year ended 31 December 2019, the Nomination Committee held 3 meetings, at which it (i) assessed the independence of the Independent Non-Executive Directors; (ii) recommended to the Board for consideration the re-appointment of all the retiring Directors at the annual general meeting; (iii) recommended to the Board on the appointment of Chief Financial Officer; (iv) recommended to the Board on the adoption of Nomination Policy; and (v) recommended to the Board on the appointment of independent non-executive Director.

RISK MANAGEMENT COMMITTEE

The Company established the Risk Management Committee on 21 October 2016. The Risk Management Committee has three members, namely Mr. ZHANG Guangdong, an Independent Non-Executive Director, Mr. YAN Jianqiang, an Executive Director, Co-Chairman and Chief Executive Officer and Mr. CHUA Boon Hou (CAI Wenhao), an Executive Director. Mr. ZHANG Guangdong has been appointed as the chairman of the Risk Management Committee. The primary functions of the Risk Management Committee include reviewing (i) the Company's significant transactions, including tenancy agreements, together with the finance department, and (ii) the Company's risk management policies and standards, and monitoring the Company's exposure to sanctions law risks.

During the year ended 31 December 2019, the Risk Management Committee held 1 meeting, at which it reviewed and approved the internal audit reports and the annual audit plan provided by the internal audit team mentioned below, and considered that the Group's internal audit function is effective.

COMMITTEE MEETINGS

PRACTICES AND CONDUCT OF MEETINGS

Code provision A.1.1 of the CG Code prescribes that at least 4 regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of directors, either in person or through other electronic means of communication. The Board will schedule to have at least four regular meetings in a year. Other Board meetings will be held if necessary.

MEETINGS HELD AND ATTENDANCE

The composition of the Board and the committees, and the individual attendance records of each Director at the Board and committees' meetings during the year ended 31 December 2019 are set out below:

	Meetings attended/Meetings Held						
Name of the directors	Board meetings	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meetings	Risk Management Committee Meetings	Annual general meetings	Extraordinary general meetings
Executive Directors							
Mr. CHUA Boon Hou (CAI Wenhao)	7/7	N.A.	N.A.	N.A.	1/1	1/1	1/1
Mr. CHEN Feng (resigned on 15 February 2019)	0/1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. YAN Jianqiang	7/7	N.A.	2/2	3/3	1/1	1/1	1/1
Mr. YUAN Guoshun	1/7	N.A.	N.A.	N.A.	N.A.	0/1	0/1
Non-Executive Director							
Mr. WU Tangqing	7/7	N.A.	N.A.	N.A.	N.A.	1/1	0/1
Independent Non-Executive Directors							
Mr. LEUNG Yiu Cho	7/7	4/4	2/2	N.A.	N.A.	1/1	0/1
Mr. ZHANG Guangdong	7/7	4/4	2/2	3/3	1/1	1/1	1/1
Mr. DENG Bin (resigned on 11 September 2019)	2/6	1/3	N.A.	1/3	N.A.	0/1	0/1
Mr. CHEN Huichun (appointed on 11 September 2019)	1/1	1/1	N.A.	N.A.	N.A.	N.A.	N.A.

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

In compliance with the code provision A.6.5 of the CG Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. During the year ended 31 December 2019, the Directors were provided with timely updates on the Company's performance, financial position and Prospectus to enable the Board as a whole and each Director to discharge their duties.

The Group continuously updated the Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, as well as providing Director's training to the newly appointed Directors so as to ensure each Director is aware of his responsibilities and obligations under the GEM Listing Rules and relevant regulations, and maintaining good corporate governance practices.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group. The Board is not aware of any material uncertainties relating to events or condition that might cast significant doubt upon the Company's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Company on a going concern basis. The Board also acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual, half-yearly and quarterly reports, other price-sensitive announcements and other financial disclosures required under the GEM Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to statutory requirements.

The responsibility of the independent auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the Shareholders. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's Report.

Having made appropriate enquiries and examined major areas which could give rise to significant financial exposures, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements for the year, the Directors considered the Group has applied appropriate accounting policies consistently, made judgments and estimates that are reasonable in accordance with applicable accounting standards.

The quarterly results and reports were published within the time limits as required under the GEM Listing Rules after the end of the relevant periods to provide stakeholders with transparent and timely financial information.

AUDITOR'S REMUNERATION

During the year ended 31 December 2019, the remuneration, reviewed and approved by the Audit Committee on the audit and non-audit scope, paid or payable to the auditor in respect of audit and non-audit services provided by the auditor of the Group, Ernst & Young, is as follows:

Nature of service	2019 Amount S$'000
Audit services	256
Non-audit services	—
Total	256

CORPORATE GOVERNANCE FUNCTION

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as (i) developing and reviewing the Company's policies, practices on corporate governance, training and the continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc; (ii) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and (iii) reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report.

Every Board member has full access to the advice and services of the Company Secretary with a view to ensure that Board procedures, and all applicable rules and regulations are followed. They are also entitled to have full access to Board papers and related materials such that they are able to make an informed decision and to discharge their duties and responsibilities.

RISK MANAGEMENT AND INTERNAL CONTROL

The Company had established policies and procedures to identify, assess and manage major risks of the Group. The Board has overall responsibilities for establishing and maintaining an effective risk management and internal control systems of the Group and reviewing their effectiveness. However, such procedures 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 management is responsible for implementing that procedures approved by the Board and to monitor compliance with the policies and procedures. The Board has outsourced the internal audit function to a professional risk consulting firm to perform the internal audit review on the control environment and key business processes of the Group. Based on discussions with the professional risk consultants, advisors and our management team, in view of their responses to the findings and recommendations on matters relating to internal controls, the Board is satisfied that there were no significant defects in Group's internal controls and risk management systems in terms of overall adequacy and effectiveness concerning the key operational, financial and compliance risks of the Group as at the date of this report.

Furthermore, the Company reminds the Directors and employees of the Group about due compliance with all policies regarding the Inside Information. The Company keeps the Directors and employees of the Group appraised of the latest regulatory updates to ensure compliance with the relevant regulatory requirements.

COMPANY SECRETARY

The appointment and removal of the Company Secretary is subject to approval by the Board in accordance with the Articles of Association. The Company Secretary is responsible for ensuring the Board procedures and policy are followed and Board activities are effectively conducted. The Company Secretary is also responsible for maintaining minutes recorded in sufficient details of all the meetings of the Board and committees of the Company. Draft and final versions of minutes are disseminated to Directors for comment and filed for record purposes respectively within a reasonable time after each meeting. The Directors have full and timely access to the minutes of the Board and committees of the Company. The Company Secretary, Mr. WONG Cheung Ki, Johnny, confirmed that he has complied with all the qualifications, experience, and professional training requirements of the GEM Listing Rules.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provided an opportunity for communication between Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM").

RIGHT TO CONVENE EGM AND PROCEDURES

Pursuant to Article 64 of the Articles of Association, the Board may, whenever it thinks fit, convene an EGM. Anyone or more member(s) holding at the date of the 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 sent to the Company's principal place of business as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

Such requisition shall be made in writing to the Board or the Company Secretary at the following:

Principal Place of business and Headquarters in Singapore

Address:	176 Sin Ming Drive #01-15 Sin Ming Autocare Singapore, 575721
Email:	enquiries@zhengliholdings.com
Attention:	Company Secretary

Registered office of the Company

Address:	P.O. Box 1350 Clifton House 75 Fort Street Grand Cayman KY1-1108 Cayman Islands
Attention:	Company Secretary

If within 21 days of such deposit, the Board fails to proceed duly to convene such EGM, 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 them by the Company.

For matters in relation to the Board, Shareholders can contact the Company at the following: by post to principal place of business of the Company in Hong Kong at 9/F., Wah Yuen Building, 149 Queen's Road Central, Hong Kong or by email to enquiries@zhengliholdings.com.

RIGHT TO PUT ENQUIRIES TO THE BOARD

Shareholders have the right to put enquiries to the Board. All such enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the Company Secretary. Shareholders may also make enquiries with the Board at the general meetings of the Company.

RIGHT TO PUT FORWARD PROPOSALS AT GENERAL MEETINGS

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemental from time to time. However, pursuant to the Articles of Association, Shareholders who wish to move a resolution may by means of requisitions convene an EGM following the procedures set out above.

CONSTITUTIONAL DOCUMENTS

For the purpose of (i) reflecting the new par value of the subdivided shares, (ii) establishing and facilitating the operation of a co-chairman structure of the Company, and (iii) other housekeeping amendments, the adoption of the second amended and restated Memorandum and Articles of Association of the Company was approved by way of a special resolution on 3 April 2019. An up-to-date consolidated version of the Memorandum and Articles of Association of the Company is available on the websites of the Stock Exchange and the Company.

INVESTOR RELATIONS

The Board recognises the importance of maintaining on-going communication with Shareholders. The Company has adopted a Shareholders' communication policy and promotes communications with Shareholders through several communication channels including publication of notices, circulars and announcements of key developments, and quarterly, interim and annual reports as prescribed under the GEM Listing Rules which can also be accessed via the "Investor Relations" of the Company's website.

The aims of the Company are to improve its transparency, gain more understanding and confidence in relation to the Group's business developments and acquire more market recognition and support from Shareholders.

Shareholders are encouraged to attend all general meetings of the Company. The notices of the special general meetings and annual general meeting of the Company were circulated to all Shareholders in accordance with the requirements of the GEM Listing Rules and the Articles of Association. It is a standard practice to have the non-executive Directors available to answer questions relating to their roles, tenure, and the committees of the Board. The results of voting by poll are published on the websites of the Stock Exchange and the Company after the meetings.

Any comments and suggestions to the Board can be addressed to the Hong Kong office or the Company Secretary by mail to 9/F., Floor, Wah Yuen Building, 149 Queen's Road Central, Hong Kong or email at enquiries@zhengliholdings.com.

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The Company's subsidiaries are principally engaged in the passenger car service industry and offer a comprehensive range of passenger car services including:

1) maintenance and repair of services;

2) modification, tuning and grooming services; and

3) provision of extended warranty program.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis in this annual report. This discussion forms part of this directors' report.

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operations of the Group, major risks are summarised below.

OUR BUSINESS DEPENDS HEAVILY ON OUR REPUTATION AND CONSUMER PERCEPTION OF THE QUALITY OF OUR SERVICES, AND ANY NEGATIVE PUBLICITY, HARM TO OUR REPUTATION, FAILURE TO MAINTAIN AND/OR ENHANCE OUR REPUTATION, OR FAILURE TO DEAL WITH CUSTOMER COMPLAINTS MAY MATERIALLY AND ADVERSELY AFFECT OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

We believe that our reputation and consumer perception of the quality of our services are critical to our business. Maintaining and enhancing our reputation depends on the quality and consistency of our services, as well as the success of our marketing and promotional efforts. We believe that maintaining and enhancing our reputation is essential to our efforts to maintain and expand our customer base. In addition, our reputation may be harmed by negative publicity or unfavourable forum discussions, whether accurate or not, relating to the services provided by the Group, such as service quality issues, repair time and quotations.

IMPOSITION OF LAWS OR REGULATIONS RESTRICTING THE CARRYING ON OF OUR BUSINESS, GOVERNMENT POLICIES ON PASSENGER CAR PURCHASES AND OWNERSHIP THEREFORE RESTRICTING ROAD USE IN SINGAPORE, OR MEASURES TO ENCOURAGE THE USE OF PUBLIC TRANSPORT, MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS.

In Singapore, a certificate of entitlement ("COE") is required for the registration of a new vehicle in the appropriate vehicle category. A COE represents a right to vehicle ownership and use of the limited road space in Singapore for 10 years. The Singapore government controls the total number of vehicles in use by limiting the quota of COE. Any measures taken by the Singapore government to limit or reduce the number of passenger car registrations, therefore reducing the number of passenger cars on the roads, and/or measures to encourage the use of public transport, may materially and adversely affect the demand of our services.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, sales to the Group's five largest customers accounted for approximately 18.9% of total sales including sales to the largest customer which accounted for approximately 7.7% of total sales. The Group's five largest suppliers accounted for approximately 29.3% of total purchases during the year ended 31 December 2019 and purchases from the largest supplier included therein amounted to approximately 8.7% of total purchase.

None of the Directors or any of their close associates (as defined in the GEM Listing Rules), or any of the Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or its five largest suppliers during the year ended 31 December 2019.

SEGMENT INFORMATION

An analysis of the Group's performance for the year under review by operating segment is set out in Note 4 to the financial statements.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2019 are set out in the consolidated financial statement on pages 40 to 111 of this annual report.

The Board did not recommend the payment of any dividend for the year ended 31 December 2019 (2018: Nil).

During the year ended 31 December 2019, there was no arrangement under which any Shareholder waived or agreed to waive any dividend.

CHARITABLE DONATIONS

The Group did not make any material charitable donations during the year ended 31 December 2019 (2018: Nil).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published result and assets, liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 112 of this annual report. This summary does not form part of the audited financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year ended 31 December 2019 are set out in Note 28 to the financial statements.

PURCHASES, SALE OR REDEMPTION OF COMPANY'S LISTED SECURITIES

The Company or any of its subsidiaries has not purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2019.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

DIRECTORS

The Directors during the year ended 31 December 2019 and up to the date of this report are as follows:

EXECUTIVE DIRECTORS

Mr. YAN Jianqiang (*Co-Chairman and Chief Executive Officer)*
Mr. WU Tangqing *(re-designated and appointed as Co-Chairman on 7 April 2020)*
Mr. CHUA Boon Hou (CAI Wenhao)
Mr. CHEN Feng *(resigned on 15 February 2019)*

NON-EXECUTIVE DIRECTOR

Mr. YUAN Guoshun *(re-designated on 7 April 2020)*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Yiu Cho
Mr. ZHANG Guangdong
Mr CHEN Huichun *(appointed on 11 September 2019)*
Mr. DENG Bin *(resigned on 11 September 2019)*

In accordance with Article 108(a) of the Articles of Association, Mr. WU Tangqing and Mr. LEUNG Yiu Cho will retire from the Board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with Article 112 of the Articles of Association, Mr. CHEN Huichun will hold office until the forthcoming annual general meeting and be subject to re-election at the forthcoming annual general meeting.

The biographical details of the Directors and the senior management of the Company are set out in the section headed "Directors and Senior Management" of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the appointment date and will continue thereafter until terminated in accordance with the terms of the service agreement.

The Non-Executive Director has signed an appointment letter with the Company for an initial term of three years which is subject to termination in accordance with its terms.

The Independent Non-Executive Directors have each signed an appointment letter with the Company for a term of three years and are subject to termination in accordance with their respective terms.

The term of service of a Director is subject to retirement by rotation of Directors as set out in the Articles of Association and the GEM Listing Rules.

Save as disclosed above, no Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests and short positions of the Directors and chief executives of the Company or any of their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise 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 SHARES

Name of Directors and Chief Executives	Capacity/ Nature of Interest	Number of Shares or underlying Shares	Approximate Percentage of Interest in the Company(1)
Mr. CHEN Huichun	Beneficial interest	700,000	0.04%
Mdm. WANG Chongyu(2)	Interest of spouse	700,000	0.04%

Notes:

(1) This is based on the total Shares in issue as at 31 December 2019, being 2,000,000,000.

(2) Mdm. Wang Chongyu is the spouse of Mr. CHEN Huichun ("Mrs. CHEN"). Under the SFO, Mrs. CHEN is deemed to be interested in the same number of Shares in which Mr. CHEN Huichun is interested.

Save as disclosed above, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise, notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SHARE OPTION SCHEME

The Company adopted a share option scheme ("Share Option Scheme") on 21 October 2016 for the purpose of enabling the Company to grant rights to subscribe for Shares pursuant to the terms of the Share Option Scheme ("Options", each an "Option") as incentives or rewards to the Participants (as defined below) for their contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any entity which the Group holds any equity interest ("Invested Entity"). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

The period of Share Option Scheme commenced on 21 October 2016 and will expire on 20 October 2026.

The Board may, at its discretion, invite any Executive, Non-Executive or Independent Non-Executive Directors or any employees (whether full-time or part-time) of the Company, or any of its subsidiaries or associated companies or any other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group ("Participants", each a "Participant") to take up the Options. The basis of eligibility of any of the class of the Participants to the grant of any Option shall be determined by the Board from time to time on the basis of their contribution to the development and growth of the Group and any Invested Entity. Unless otherwise determined by the Board and specified in the offer letter to be given to the Participant at the time of the offer of the Option ("Offer"), there is neither any performance target that needs to be achieved by the Participant who accepts an Offer in accordance with the terms of the Share Option Scheme ("Grantee") before an Option can be exercised nor any minimum period for which an Option must be held before the Option can be exercised.

The subscription price for the Shares under the Share Option Scheme shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant Option, but in any case shall not be less than the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an Offer is made by the Company to the Grantee (which date must be a Business Day, "Offer Date"); (b) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the Offer Date (provided that the Offer Price shall be used as the closing price for any Business Day falling within the period before listing of the Shares where the Company has been listed for less than five (5) Business Days as at the Offer Date); and (c) the nominal value of a Share.

The amount payable by the grantee of an Option to the Company on acceptance of the offer for the grant of an Option is HK$1.00, which shall be payable within the period as the Board may determine and specify in the letter of Offer.

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be determined by the Board at its absolute discretion and notified by the Board to each Grantee as being the period during which an Option may be exercised and in any event, such period shall not be longer than 10 years from the date upon which any particular Option is granted in accordance with the Share Option Scheme.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of Shares in issue immediately following the listing of the Company on the Stock Exchange and the subdivision of shares of the Company approved on 3 April 2019 and become effective on 4 April 2019 (being 2,000,000,000 Shares). The maximum number of shares issuable under share options to each eligible participant in the Company's Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting. During the year ended 31 December 2019, the Company may grant options in respect of up to 200,000,000 Shares to the participants under the Share Option Scheme, being 10% of the issued shares of the Company as at the date of this report.

No option has lapsed, or has been granted, exercised or cancelled under the Share Option Scheme during the year ended 31 December 2019. The Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into the Shares as at 31 December 2019, nor has there been any exercise, redemption, purchase or cancellation made during the year ended 31 December 2019 of any conversion or subscription rights under any convertible securities, options, warrants or similar rights issued or granted.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" above, at no time during the year ended 31 December 2019 and up to the date of this report was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective close associates (as defined under the GEM Listing Rules) to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the interests and short positions of substantial Shareholders and other persons (not being a Director or Chief Executive of the Company) in the Shares and underlying Shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

LONG POSITIONS IN THE SHARES

Name	Nature of Interest	Number of Shares	Approximate percentage of shareholding in the Company as at 31 December 2019[1]
Mr. LI Jie	Beneficial owner	586,020,000	29.3%
Mdm. HAN Mei[2]	Interest of spouse	586,020,000	29.3%

Notes:

(1) This is based on the total Shares in issue as at 31 December 2019, being 2,000,000,000.

(2) Mdm. HAN Mei is the spouse of Mr. LI Jie ("Mrs. Li"). Under the SFO, Mrs. Li is deemed to be interested in the same number of Shares in which Mr. LI Jie is interested.

Save as disclosed above, as at the date of this report, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no other person or corporation (other than the Directors and chief executives of the Company) who had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

DIRECTORS' REMUNERATION

Details of the remuneration of the Directors for the year ended 31 December 2019 are set out in Note 8 to the financial statements in this annual report. During the year ended 31 December 2019, there was no arrangement under which any Directors waived or agreed to waive any remuneration.

EMOLUMENT POLICY

The Remuneration Committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices. The remunerations of the Directors are determined with reference to the economic situation, the market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group during the year ended 31 December 2019 are set out in Note 32 to the financial statements. Such related party transactions do not fall under the definition of connected transaction or continuing connected transaction under Chapter 20 of the GEM Listing Rules.

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

During the year ended 31 December 2019, the Group has not entered into any connected transactions or continuing connected transactions that are not exempted under the GEM Listing Rules. The Board confirms that the Company has complied with the applicable disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float required by the GEM Listing Rules since the listing date and up to the date of this report.

DIRECTORS' INTEREST IN COMPETING BUSINESS

The Directors are not aware of any business or interest of the Directors nor the controlling Shareholders nor any of their respective close associates that competes or may compete, directly or indirectly, with the Group's business and any other conflicts of interest which any such person has or may have with the Group during the year ended 31 December 2019.

INDEMNITY OF DIRECTORS

The Articles of Association provides that the Directors shall be indemnified and secured harmless out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they shall incur or sustain in execution of their duty or supposed duty in their respective offices, except such as they shall incur or sustain through their own fraud or dishonesty.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director or entity connected with such Director had a material interest, subsisted at any time during the year ended 31 December 2019.

MANAGEMENT CONTRACTS

No contracts, other than the service contracts entered into with the Directors, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in existence during the year ended 31 December 2019.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is subject to local laws and regulations as well as various guidelines by the governmental agencies. In particular, our modifications, tuning and grooming services need to comply with specific rules in the Road Traffic Act under the purview of the Land Transport Authority. The environmental concern relating to the management of hazardous waste and waste water is particularly important to us, and to address this, we follow the best practices in toxic waste management and comply with relevant environmental standards, including the Environmental Public Health (Toxic Industrial Waste) Regulations issued by the National Environment Agency of Singapore. Other key laws and regulations relating to our business include the Workplace Health and Safety Act, Regulations of Imports and Exports, Employment Act and Employment of Foreign Manpower Act. There were no cases of non-compliance with relevant laws and regulations that had or would have had a significant impact on the Group during the year.

Our key stakeholders include customers, suppliers and employees. We continuously engage with them through daily interactions to understand and respond to their respective needs. We value our customers' feedback and use it to improve our services and quality of repairs. We also understand maintaining relationships with our suppliers and employees is vital to the Group's ability to meet its quality commitment. We build trusted relationships with brand name suppliers, and develop our employees' capabilities and address any potential workplace concerns in a timely manner. More specific details on our environmental, social and corporate governance ("ESG") policies will be found in our ESG report, to be published by June 2020.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents are found in the year under review.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

The Group values the views and opinions of all customers through various means and channels, including usage of business intelligence to understand customer trends and needs and regular analysis on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2019 are set out in Note 25 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2019 are set out in Note 14 to the financial statements.

DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group for the year ended 31 December 2019 are set out in the consolidated statement of changes in equity on page 42 and Note 29 to the financial statements.

As at 31 December 2019, the Company had approximately S$2.1 million distributable reserve (31 December 2018: approximately S$3.3 million).

MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any material acquisition or disposal of subsidiaries or associates during the year ended 31 December 2019.

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in Note 2.23 to the financial statements.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and, based on contents of such confirmation, considers all the independent non-executive Directors to be independent and that they have met the specific independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

(1) On 13 January 2020, the Group renewed its term loan with Funding Societies Pte Ltd of S$1,680,000 to January 2021.

(2) With the Coronavirus Disease 2019 ("Covid-19") outbreak, the Group's subsidiaries in PRC and Singapore have implemented various precautionary measures to mitigate the risk of the outbreak on the Group's operations. The Group will continue to monitor the situation and assess the impact on the financial position and operating results of the Company. As of the reporting date of this report, the evaluation is still in progress. The Covid-19 outbreak is not expected to have a significant impact on the Group's operations.

(3) Mr. YUAN Guoshun ("Mr. Yuan") has been re-designated from Executive Director to Non-Executive Director, and Mr. WU Tangqing ("Mr. Wu") has been re-designated from Non-Executive Director to Executive Director, both with effect from 7 April 2020.

(4) Following the re-designation of Directors, Mr. Yuan ceased to be a co-chairman of the Board ("Co-Chairman") and Mr. Wu has been appointed as a Co-Chairman with effect from 7 April 2020.

The biographical details of Mr. Wu and Mr. Yuan are set out on page 10 and page 11 of this annual report respectively.

CORPORATE GOVERNANCE

Details of the corporate governance practice adopted by the Company are set out on pages 14 to 23 of this annual report.

EQUITY-LINKED AGREEMENT

Save for the Share Option Scheme of the Company, there was no equity-linked agreement being entered into or remained subsisting during the year ended 31 December 2019 or as of the end of the year.

TAX RELIEF AND EXEMPTION

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

REVIEW BY AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the review of the audited consolidated financial statements for the year ended 31 December 2019.

THE GROUP'S COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operations of the Group.

AUDITORS

Ernst & Young, Certified Public Accountants, was appointed as the auditors of the Company for the year ended 31 December 2019. The Company has not changed its auditors since the listing date and up to the date of this report. Ernst & Young will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as auditors of the Company is to be proposed at the forthcoming annual general meeting. The consolidated financial statements for the year ended 31 December 2019 have been audited by Ernst & Young.

APPRECIATION

On behalf of the Board, I would like to extend our sincere thanks to our Shareholders, business partners and customers for their continuous support to the Group. I would also extend my gratitude and appreciation to all the Directors, management and staff for their hard work and dedication throughout the period.

By Order of the Board
YAN Jianqiang
Co-Chairman, Chief Executive Officer and Executive Director

17 April 2020

INDEPENDENT AUDITOR'S REPORT

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To the shareholders of Zheng Li Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Zheng Li Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 40 to 111, 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 ("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 International Standards on Auditing ("ISA") issued by the International Auditing and Assurance Standards Board (the "IAASB"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with *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 judgement, 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matters
Loss allowance for trade receivables and loan receivables from third parties	
The Group's trade receivables and loan receivables from third parties were significant as they represented 10% and 8% of the Group's total assets as at 31 December 2019, respectively. Trade receivables amounted to S$2,262,000 as at 31 December 2019, against which an allowance for expected credit losses ("ECL") of S$445,000 was made. The loan receivables from third parties amounted to S$1,644,000 as at 31 December 2019, against which no allowance for expected credit losses ("ECL") was made. The Group uses a provision matrix to calculate the expected credit loss for trade receivables and loan receivables from third parties, which is determined based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The impairment assessment of trade receivables and loan receivables from third parties requires significant management's judgement and estimation. As such, we determined this as a key audit matter. The Group's disclosures of the loss allowance for trade receivables and loan receivables from third parties are included in notes 2.13, 3.2, 19 and 20 to the consolidated financial statements.	We evaluated the Group's processes and controls relating to the monitoring of trade receivables, loan receivables from third parties and credit risks of customers. Our audit procedures included requesting confirmations for selected debtors and checking to receipts from customers subsequent to the year end, and checking to monthly instalments repaid by third party debtors. We also evaluated management's assumptions and estimates used to determine the ECL through analyses of ageing of receivables, assessment of material overdue individual trade receivables, customers' payment history, credit report issued by the government authority and correspondences between the Group and the customers. In addition, we evaluated management's assumptions and inputs used in the computation of historical loss rates and assessed the management's assumptions used in considering the forward-looking factors. We also assessed the adequacy of the relevant disclosures in the consolidated financial statements.
Allowance for inventory obsolescence	
As of 31 December 2019, the Group's inventories and allowance for obsolescence amounted to S$861,000 and S$336,000 respectively. Allowance for inventory obsolescence is based on management's judgement using the available facts and circumstances, including but not limited to, the inventories' own physical conditions, their market selling prices and estimated selling costs of the inventories. We focused on this area as the inventories are material to the consolidated financial statements and the determination of allowance for inventory obsolescence involves significant management's judgement and estimation. The Group's disclosures of the inventories are included in notes 2.16, 3.2, and 18 to the consolidated financial statements.	We attended management's inventory counts and observed the process at material inventory locations, including observing the process implemented by management to identify and monitor obsolete inventories. We evaluated the assessments made by management by assessing the inventory costing, the ageing of inventories, and the analysis of obsolete inventories on selected samples. We re-calculated the allowance for inventory obsolescence in accordance with the Group's policy. We also assessed the adequacy of the relevant disclosures in the consolidated financial statements.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S 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 auditor's report that includes our opinion. Our report is made 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 ISAs 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.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism 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 auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the 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.

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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Siu Fung Terence Ho.

Ernst & Young
Certified Public Accountants
Hong Kong

17 April 2020

AUDITED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2019

	Notes	2019 S$'000	2018 S$'000
REVENUE	5	**22,603**	17,558
Other income and gains	5	**480**	383
Items of expense			
Cost of materials		**(12,128)**	(8,871)
Marketing and advertising expenses		**(122)**	(291)
Employee benefits expense	9	**(6,132)**	(5,741)
Depreciation of property, plant and equipment	6	**(1,889)**	(1,827)
Depreciation of right-of-use assets	6	**(1,064)**	—
Amortisation of intangible assets	6	**(45)**	(69)
Impairment losses on financial assets	6	**(163)**	9
Finance costs	7	**(312)**	(135)
Other expenses		**(2,463)**	(4,792)
LOSS BEFORE TAX	6	**(1,235)**	(3,776)
Income tax expense	11	**(2)**	(14)
LOSS FOR THE YEAR		**(1,237)**	(3,790)
OTHER COMPREHENSIVE INCOME			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		**4**	(1)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(1,233)**	(3,791)
Loss attributable to:			
Owners of the parent		**(1,237)**	(3,790)
Total comprehensive loss attributable to:			
Owners of the parent		**(1,233)**	(3,791)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
— Basic and diluted (S$ cents per share)	13	**(0.06)**	(0.19)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2019

	Notes	2019 S$'000	2018 S$'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	**7,172**	8,509
Right-of-use assets	15	**2,597**	—
Intangible assets	16	**509**	665
Financial assets at fair value through profit or loss	17	**454**	449
Prepayments, other receivables and other assets	20	**1,482**	62
Total non-current assets		**12,214**	9,685
CURRENT ASSETS			
Inventories	18	**861**	895
Trade receivables	19	**2,262**	1,799
Prepayments, other receivables and other assets	20	**3,672**	2,664
Prepaid tax		**171**	—
Cash and cash equivalents	21	**1,106**	1,718
Total current assets		**8,072**	7,076
CURRENT LIABILITIES			
Trade and other payables	22	**2,844**	3,582
Provisions	23	**—**	24
Interest-bearing bank and other borrowings	25	**3,167**	941
Contract liabilities	24	**2,055**	1,102
Tax payable		**—**	27
Total current liabilities		**8,066**	5,676
NET CURRENT ASSETS		**6**	1,400
TOTAL ASSETS LESS CURRENT LIABILITIES		**12,220**	11,085
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	25	**2,781**	1,590
Trade and other payables	22	**857**	—
Provisions	23	**527**	565
Contract liabilities	24	**915**	647
Deferred tax liabilities	27	**12**	48
Total non-current liabilities		**5,092**	2,850
Net assets		**7,128**	8,235
EQUITY			
Equity attributable to owners of the parent			
Share capital	28	**900**	900
Reserves	29	**6,228**	7,335
Total equity		**7,128**	8,235

WU Tangqing
Director

YAN Jianqiang
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2019

	Attributable to owners of the parent						
	Share capital S$'000	Share premium S$'000	Other capital reserve S$'000	Merger reserve S$'000	Accumulated losses S$'000	Foreign currency translation reserve S$'000	Total Equity S$'000
At 1 January 2018	900	8,982	—	3,884	(1,740)	—	12,026
Total comprehensive loss for the year	—	—	—	—	(3,790)	(1)	(3,791)
At 31 December 2018	900	8,982	—	3,884	(5,530)	(1)	8,235
At 1 January 2019	**900**	**8,982**	**—**	**3,884**	**(5,530)**	**(1)**	**8,235**
Total comprehensive loss for the year	**—**	**—**	**—**	**—**	**(1,237)**	**4**	**(1,233)**
Deemed contribution from the interest adjustment of non-current portion of payables to shareholders	**—**	**—**	**126**	**—**	**—**	**—**	**126**
At 31 December 2019	**900**	**8,982***	**126***	**3,884***	**(6,767)***	**3***	**7,128**

* These reserve accounts comprise the consolidated reserves of S$6,228,000 (2018: S$7,335,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2019

	Notes	2019 S$'000	2018 S$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		**(1,237)**	(3,776)
Adjustments for:			
Depreciation of property, plant and equipment	6	**1,889**	1,827
Depreciation of right-of-use assets	6	**1,064**	—
Amortisation of intangible assets	6	**214**	69
Net fair value gain on a financial asset as fair value through profit or loss	5	**(5)**	(16)
Loss on disposal of property, plant and equipment	6	**17**	113
Impairment losses on financial assets	6	**(33)**	81
Finance costs	7	**272**	113
Allowance/(reversal of allowance) for doubtful debts	6	**163**	(9)
Foreign exchange differences, net	6	**17**	(9)
Allowance for inventory obsolescence	6	**20**	11
Write-off of obsolete inventory	6	**137**	—
Decrease in provisions		**(62)**	(26)
		2,456	(1,622)
(Increase)/decrease in inventories		**(123)**	308
(Increase)/decrease in trade receivables		**(593)**	2,357
(Increase)/decrease in prepayments, other receivables and other assets		**(2,428)**	2,009
Increase in trade and other payables		**1,110**	1,050
Cash generated from operations		**422**	4,102
Interest paid		**(271)**	(103)
Income tax paid		**(234)**	(9)
Net cash flows (used in)/from operating activities		**(83)**	3,990

	Notes	2019 S$'000	2018 S$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of items of property, plant and equipment		**(426)**	(875)
Purchase of items of intangible assets	16	**(71)**	(634)
Proceeds from disposal of items of property, plant and equipment		**—**	672
Net cash flows used in investing activities		**(497)**	(837)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		**1,680**	849
Repayment of bank loans		**(1,359)**	(2,626)
Increase in an amount due to a shareholder	22	**983**	—
Principal portion of lease payments/finance lease rental payments	30(b)	**(1,336)**	(799)
Net cash flows used in financing activities		**(32)**	(2,576)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		**(612)**	577
Cash and cash equivalents at beginning of year		**1,718**	1,133
Effect of exchange rate changes, net		**—**	8
CASH AND CASH EQUIVALENTS AT END OF YEAR		**1,106**	1,718
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	21	**1,106**	1,718

1. CORPORATE AND GROUP INFORMATION

The Company is an exempted company with limited liability incorporated in the Cayman Islands on 17 March 2016. The registered office of the Company is at the offices of Ocorian Trust (Cayman) Limited, P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. The principal place of business in Hong Kong under Part 16 of the Companies Ordinance (CAP.622) is at 9/F, Wan Yuen Building, 149 Queen's Road, Central, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were involved in the following principal activities:

- maintenance and repair of passenger cars
- modification, tuning and grooming of the performance or appearance of passenger cars and trading of spare parts and accessories
- provision of motor finance services
- provision of a sales-integrated service platform
- trading of passenger cars

INFORMATION ABOUT SUBSIDIARIES

The Company has direct and indirect interests in its subsidiaries, all of which are private limited liability companies, the particulars of which are set out below:

Company name	Place of incorporation/ registration and business	Issued ordinary share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
		S$'000	%	%	
MBM International Holdings Pte. Ltd.* ("MBMI")	Singapore	4,500	100	—	Investment holding
MBM Wheelpower Pte. Ltd.* ("MBM")	Singapore	125	—	100	Maintenance and repair of passenger cars
KBS Motorsports Pte.Ltd.* ("KBS")	Singapore	100	—	100	Modification, tuning and grooming of the performance or appearance of passenger cars, trading of spare parts and accessories, and provision of motor finance services

Company name	Place of incorporation/ registration and business	Issued ordinary share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
		S$'000	%	%	
Oriental Achiever Limited	British Virgin Islands	N.m.	100	—	Investment holding
Oriental Versed Limited	British Virgin Islands	N.m.	100	—	Investment holding
World Brilliant Investments	Hong Kong	N.m.	—	100	Investment holding
Dragon Hero International	Hong Kong	N.m.	—	100	Investment holding
Shenzhen Dacheng Technology Limited***	PRC**	N.m.	—	100	Timeshare car rental and long-term car rental
Zhengzhou Car Zhujiao Car Sales Limited***	PRC**	N.m.	—	100	Trading of passenger cars

* Audited by Ernst & Young LLP, Singapore

** "PRC" represents the People's Republic of China excluding the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan.

*** Shenzhen Dacheng Technology Limited and Zhengzhou Car Zhujiao Car Sales Limited are registered as wholly-foreign-owned enterprises under PRC law.

N.m.: Not meaningful as the amount is less than S$1,000

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") which include all International Financial Reporting Standards, International Accounting Standards ("IASs") and Interpretations issued by the International Accounting Standards Board (the "IASB"), and the disclosure requirements of the Hong Kong Companies Ordinance.

The financial statements have been prepared under the historical cost convention, except for an investment in a life insurance policy, which has been measured at fair value. These financial statements are presented in the Singapore dollar ("SGD" or "S$") and all values are rounded to the nearest thousand ("S$'000") except when otherwise indicated.

The financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Group will continue to be in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities and commitments in the normal course of business. For the year ended 31 December 2019, the Group reported a net loss of S$1,237,000 and an accumulated deficit of S$6,767,000. At 31 December 2019, the Company had S$1,106,000 in cash and net current assets of S$6,000.

Based on the Group's future operating cash flows and loan renewal after the reporting period, the Group will produce sufficient working capital to fund its operations in the foreseeable future. There is no material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern.

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group. 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.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, or the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9	*Prepayment Features with Negative Compensation*
IFRS 16	*Leases*
Amendments to IAS 19	*Plan Amendment, Curtailment or Settlement*
Amendments to IAS 28	*Long-term Interests in Associates and Joint Ventures*
IFRIC 23	*Uncertainty over Income Tax Treatments*
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

Except for the amendments to IFRS 9, IAS 19 and IAS 28, and *Annual Improvements to IFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised IFRSs are described below:

(a) IFRS 16 replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases–Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17.

The Group has adopted IFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under IAS 17 and related interpretations.

New definition of a lease

Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of IFRS 16

The Group has lease contracts for various items of property, motor vehicles and other equipment. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under IFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for one elective exemption for leases with a lease term of 12 months or less ("short-term leases") (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in interest-bearing bank and other borrowings. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on IAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

The Group has used the following elective practical expedients when applying IFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics when measuring the lease liabilities at 1 January 2019

As a lessee – Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases. Accordingly, the carrying amounts of the right-of-use assets and the lease liabilities at 1 January 2019 were the carrying amounts of the recognised assets and liabilities (i.e., finance lease payables) measured under IAS 17.

Financial impact at 1 January 2019

The impact arising from the adoption of IFRS 16 at 1 January 2019 was as follows:

	Increase/ (decrease) S$'000
Assets	
Right-of-use assets	3,661
Total assets	3,661
Liabilities	
Interest-bearing bank and other borrowings	3,718
Trade and other payables	(57)
Total liabilities	3,661

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

	S$'000
Operating lease commitments as at 31 December 2018	1,796
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	(120)
Add: Payments for optional extension periods not recognised as at 31 December 2018	2,289
	3,965
Weighted average incremental borrowing rate as at 1 January 2019	3.39%
Discounted operating lease commitments as at 1 January 2019	3,718
Add: Finance lease liabilities recognised as at 31 December 2018	1,014
Lease liabilities as at 1 January 2019	4,732

(b) IFRIC 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group's tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in the financial statements:

Amendments to IFRS 3	*Definition of a Business*[1]
Amendments to IFRS 9, IAS 39 and IFRS 7	*Interest Rate Benchmark Reform*[1]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
IFRS 17	*Insurance Contracts*[2]
Amendments to IAS 1 and IAS 8	*Definition of Material*[1]
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current*[3]

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

2 Effective for annual periods beginning on or after 1 January 2021

3 Effective for annual periods beginning on or after 1 January 2022

4 No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the HKICPA in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 1 clarify the criteria for determining a liability as non-current. The amendments states that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. The amendments also clarify that the requirement for the right to exist at the end of the reporting period applies regardless of whether the lender tests for compliance at that date or at a later date, and the classification is unaffected by the likelihood that an entity will exercise its deferral right. The Group expects to adopt the amendments prospectively from 1 January 2022. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 FAIR VALUE MEASUREMENT

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.5 IMPAIRMENT OF NON-FINANCIAL ASSETS

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.6 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 that person

- (i) has control or joint control over 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;

or

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

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (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; and the sponsoring employers of the post-employment benefit plan;

(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); and

(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.

2.7 PROPERTIES, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The estimated useful lives of property, plant and equipment used are as follows:

Freehold property	–	50 years
Computers	–	3 years
Motor vehicles	–	5 years
Furniture and fittings	–	5 years
Office equipment	–	5 years
Renovation	–	5 years
Tools and machinery	–	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

2.8 INTANGIBLE ASSETS

Intangible assets acquired separately is measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets of the Group and the Company are assessed as finite.

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

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

Software

Software is acquired separately and is amortised on the straight-line basis over its estimated useful life of 3 to 5 years.

2.9 LEASES (APPLICABLE FROM 1 JANUARY 2019)

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

Group as a lessee

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

(a) *Right-of-use assets*

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

Properties	1 to 5 years
Equipment	3 to 4 years

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

(b) *Lease liabilities*

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

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

The Group's financial lease payables are included in interest-bearing bank and other borrowings.

(c) *Short-term leases*

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance income of such leases is recognised in profit or loss so as to provide a constant periodic rate of charge over the lease terms.

2.10 LEASES (APPLICABLE BEFORE 1 JANUARY 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

2.11 INVESTMENTS AND OTHER FINANCIAL ASSETS

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

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

2.12 DERECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's combined statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.13 IMPAIRMENT OF FINANCIAL ASSETS

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

General approach

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

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1	–	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
Stage 2	–	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
Stage 3	–	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.14 FINANCIAL LIABILITIES

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of loans and borrowings is as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing bank borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

2.15 DERECOGNITION OF FINANCIAL LIABILITIES

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

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

2.16 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of inventories comprises cost of purchasing finished goods. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

2.17 CASH AND CASH EQUIVALENTS

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks which are not restricted as to use.

2.18 PROVISIONS

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss and other comprehensive income.

2.19 INCOME TAX

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

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

Deferred tax liabilities are recognised for all temporary differences, except where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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

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

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

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

2.20 GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

2.21 REVENUE RECOGNITION

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(a) *Sale of goods*

Revenue from the sale of spare parts, accessories and passenger cars is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

(b) *Rendering of services – maintenance and repair services*

The Group provides maintenance and repair services, which relates to the repair of the manufacturer's defects, replacement of parts due to wear and tear, or repair of damage resulting from accidents. Maintenance and repair services are typically charged based on the labour time and cost of parts incurred.

Revenue from maintenance and repairs is recognised at the point in time when services have been rendered because the customer cannot simultaneously receives and consumes the benefits provided by the Group.

(c) *Provision of modification, tuning and grooming services*

The Group provides modification, tuning and grooming services that are either sold separately or bundled together with the sale of products to a customer. For bundled packages, the Group accounts for the sale of products and services separately. The modification, tuning and grooming services can be obtained from other providers and do not significantly customise or modify the products.

Contracts for bundled sales of products and services are comprised of two performance obligations because the promises to transfer the products and provide installation services are capable of being distinct and separately identifiable. Accordingly, the transaction price is allocated based on the relative standalone selling prices of the products and modification, tuning and grooming services.

Revenue from modification, tuning and grooming services is recognised at the point in time when the services have been rendered because the customer cannot simultaneously receives and consumes the benefits provided by the Group.

(d) *Provision of a sales-integrated service platform*

Revenue from the provision of marketing platform to customer is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(e) *Sale of extended warranty*

Revenue from sale of extended warranty is recognised on a straight-line basis over the extended warranty period.

(f) *Provision of motor finance services*

Revenue from the provision of motor finance service is recognised over the scheduled repayment period because the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other resources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.22 CONTRACT LIABILITIES

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.23 EMPLOYEE BENEFITS

The employees of the Group's subsidiaries which operate in Mainland China and Singapore are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries operating in Mainland China and Singapore are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.24 BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.25 FOREIGN CURRENCIES

The functional currency of the Company is S$. The functional currency of the subsidiaries incorporated in Singapore is S$. As the Group mainly operates in Singapore, S$ is used as the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. All differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss and other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the Singapore dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Singapore dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Singapore dollar at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and their accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

3.1 JUDGEMENTS

In the process of applying the Group's accounting policies, management is of the opinion that there is no instance of application of judgement which is expected to have a significant impact on the amounts recognised in the consolidated financial statements, apart from those involving estimations described below.

3.2 ESTIMATION UNCERTAINTY

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

Allowance for inventory obsolescence

Allowance for inventory obsolescence is based on management's judgement using the available facts and circumstances, including, but not limited to, the inventories' own physical conditions, their market selling prices, and estimated selling costs of the inventories. The allowance is re-evaluated and adjusted as additional information received affects the amount estimated. The carrying amounts of the Group's inventories as at 31 December 2019 and 2018 were S$861,000 and S$895,000, respectively.

Provision for expected credit losses on trade receivables and loan receivables from third parties

The Group uses a provision matrix to calculate ECLs for trade receivables and loan receivables from third parties. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, age, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., unemployment rate and consumer credit index) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward- looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and loan receivables from third parties is disclosed in notes 19 and 20 to the financial statements.

3.3 CHANGE IN ACCOUNTING ESTIMATES

With effect from 1 January 2019, the Group made a change in amortisation estimates as follows:

– The estimated useful lives of software used in the provision of a integrated service platform changed from 10 years to 5 years.

This constitutes a change in accounting estimates. In the opinion of the directors, based on the current business condition, the estimated useful lives of these software are more appropriately reflected by the change.

The change has been applied prospectively and has resulted in an increase in amortisation of approximately S$92,000 for the year ended 31 December 2019.

4. OPERATING SEGMENT INFORMATION

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

i. The maintenance and repair services segment relates to the repair of manufacturer's defects, replacement of parts due to wear and tear, or repair of damage resulting from accidents. Maintenance and repair services are typically charged based on the labour time and cost of parts incurred.

ii. The modification, tuning and grooming services and trading of spare parts and accessories segment relates to the modification, tuning and grooming of the performance or appearance of passenger cars and the trading of spare parts and accessories.

iii. The "others" segment comprises, principally, the provision of motor finance services, provision of a sales-integrated service platform, and trading of passenger cars.

Management monitors the operating results of the Group's business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss which in certain respects, as explained in the tables below, is measured differently from the financial statements. Income taxes are managed on a group basis and are not allocated to operating segments.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated expenses and income comprise expenses and other sources of income which are not directly attributable to the identified segments.

Intersegment sales and transfers are on terms' agreement in a manner similar to transactions with third parties at the then prevailing market prices. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

INFORMATION ABOUT MAJOR CUSTOMERS

Since none of the Group's sales to a single customer accounted for 10% or more of the Group's total revenue during the year, no major customer information is presented in accordance with IFRS 8 *Operating Segment*.

Year end 31 December 2019	Maintenance and repair services $'000	Modification, tuning and grooming services and trading of spare parts and accessories $'000	Others $'000	Adjustments and eliminations $'000	Total $'000
Revenue (note 5):					
External customers	15,343	4,847	2,413	—	22,603
Intersegment	129	76	—	(205)	—
	15,472	4,923	2,413	(205)	22,603
Results:					
Cost of materials	(7,292)	(3,513)	(1,527)	204	(12,128)
Marketing and advertising expenses	(93)	(14)	(15)	—	(122)
Employee benefits expense	(4,345)	(776)	(630)	—	(5,751)
Depreciation and amortisation expense	(2,650)	(339)	(4)	221	(2,772)
Allowance for trade receivables	(57)	(106)	—	—	(163)
Other expenses	(1,272)	(298)	(346)	181	(1,735)
Segment losses	(237)	(123)	(109)	401	(68)
Unallocated other expenses					(728)
Unallocated other income and gains					480
Unallocated depreciation and amortisation of other assets					(226)
Unallocated employee benefits expense					(381)
Unallocated finance costs					(312)
Loss before tax					(1,235)
Tax expense					(2)
Loss for the year					(1,237)

Year end 31 December 2018	Maintenance and repair services $'000	Modification, tuning and grooming services and trading of spare parts and accessories $'000	Others $'000	Adjustments and eliminations $'000	Total $'000
Revenue (note 5):					
External customers	13,599	3,564	395	—	17,558
Intersegment	172	78	—	(250)	—
	13,771	3,642	395	(250)	17,558
Results:					
Cost of materials	(6,750)	(2,327)	(44)	250	(8,871)
Marketing and advertising expenses	(211)	(15)	(63)	—	(289)
Employee benefits expense	(4,421)	(744)	(56)	—	(5,221)
Depreciation and amortisation expense	(1,652)	(176)	(16)	—	(1,844)
(Allowance for)/reversal of trade receivables	(37)	46	—	—	9
Other expenses	(2,872)	(995)	(163)	338	(3,692)
Segment profit/(loss)	(2,172)	(569)	53	338	(2,350)
Unallocated other expenses					(1,102)
Unallocated other income and gains					383
Unallocated depreciation and amortisation of other assets					(52)
Unallocated employee benefits expense					(520)
Unallocated finance costs					(135)
Loss before tax					(3,776)
Tax expense					(14)
Loss for the year					(3,790)

Year end 31 December 2019	Maintenance and repair services $'000	Modification, tuning and grooming services and trading of spare parts and accessories $'000	Others $'000	Adjustments and eliminations $'000	Total $'000
Assets:					
Property, plant and equipment	4,494	439	18	—	4,951
Intangible asset	4	—	505	—	509
Right-of-use assets	2,629	510	—	—	3,139
Segment assets	5,193	4,230	1,377	(1,902)	8,898
Unallocated assets*					2,789
Total assets					20,286
Liabilities:					
Segment liabilities	7,591	2,314	2,072	(1,766)	10,211
Unallocated liabilities*					2,947
Total liabilities					13,158
Other segment					
Additions to non-current assets**	569	2	71	—	642

* The unallocated assets and liabilities are mainly corporate assets, tax recoverable, corporate liabilities, tax payable and deferred tax liabilities.

** Additions to non-current assets consist of additions to property, plant and equipment and intangible assets.

Year end 31 December 2018	Maintenance and repair services $'000	Modification, tuning and grooming services and trading of spare parts and accessories $'000	Others $'000	Adjustments and eliminations $'000	Total $'000
Assets:					
Property, plant and equipment	5,592	624	20	—	6,236
Intangible asset	39	7	619	—	665
Segment assets	7,878	2,919	908	(4,725)	6,980
Unallocated assets					2,880
Total assets					16,761
Liabilities:					
Segment liabilities	11,174	2,614	1,495	(9,766)	5,517
Unallocated liabilities					3,009
Total liabilities					8,526
Other segment					
Additions to non-current assets	797	173	655	—	1,625

GEOGRAPHICAL INFORMATION

(a) Revenue

	2019 S$'000	2018 S$'000
Geographical information		
Singapore	**17,848**	17,163
Mainland China	**4,091**	395
Other Asia-Pacific countries	**664**	—
	22,603	17,558

(b) Non-current assets

	2019 S$'000	2018 S$'000
Geographical information		
Singapore	**11,506**	8,983
Mainland China	**708**	702
	12,214	9,685

The revenue information is based on the locations of the customers and the non-current asset information is based on the locations of the assets and excludes financial instruments and deferred tax assets.

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents services rendered to customers less any discounts and invoiced trading sales of spare parts for the year.

An analysis of revenue, other income and gains is as follows:

	2019 S$'000	2018 S$'000
Revenue		
Revenue from contracts with customers	**22,603**	17,558
Other income and gains		
Government grants*	**78**	72
Rental income	**182**	149
Commission income from sale of passenger cars	**28**	52
Administrative income	**69**	34
Fair value gain on a financial asset at fair value through profit or loss	**5**	16
Reversal of provision for warranty	**24**	26
Others	**94**	34
	480	383

* The amount mainly represents rewards or subsidies under the Productivity and Innovation Credit Scheme and the Wage Credit Scheme which were received from the Singapore government. There are no unfulfilled conditions or contingencies relating to these grants.

(I) DISAGGREGATED REVENUE INFORMATION

For the year ended 31 December 2019

	Maintenance and repair services S$'000	Modification, tuning and grooming services and trading of spare parts and accessories S$'000	Others S$'000	Total S$'000
Type of goods or services				
Sale of industrial products	—	4,143	1,309	5,452
Rendering of services	14,530	704	—	15,234
Provision of motor finance services	—	—	65	65
Provision of a sales-integrated service platform	—	—	1,039	1,039
Sale of extended warranty	813	—	—	813
	15,343	4,847	2,413	22,603
Geographical markets				
Singapore	15,343	2,440	65	17,848
Mainland China	—	1,743	2,348	4,091
Other Asia-Pacific countries	—	664	—	664
Total revenue from contracts with customers	15,343	4,847	2,413	22,603
Timing of revenue recognition				
Goods transferred at a point in time	14,530	4,847	1,309	20,686
Services transferred over time	813	—	1,104	1,917
Total revenue from contracts with customers	15,343	4,847	2,413	22,603

For the year ended 31 December 2018

	Maintenance and repair services S$'000	Modification, tuning and grooming services and trading of spare parts and accessories S$'000	Others S$'000	Total S$'000
Type of goods or services				
Sale of industrial products	—	3,346	—	3,346
Rendering of services	13,149	218	—	13,367
Provision of a sales-integrated service platform	—	—	395	395
Sale of extended warranty	450	—	—	450
	13,599	3,564	395	17,558
Geographical markets				
Singapore	13,599	3,564	—	17,163
Mainland China	—	—	395	395
Total revenue from contracts with customers	13,599	3,564	395	17,558
Timing of revenue recognition				
Goods transferred at a point in time	13,149	3,564	—	16,713
Services transferred over time	450	—	395	845
Total revenue from contracts with customers	13,599	3,564	395	17,558

(II) PERFORMANCE OBLIGATIONS

Information about the Group's performance obligations is summarised below:

Sale of industrial products

The performance obligation is satisfied upon delivery of the goods and payment is generally due within 30 to 90 days from delivery, except for new customers, where payment in advance is normally required.

Maintenance and repair services and modification, tuning and grooming services

The performance obligation is satisfied at a point in time as services are rendered and payment is generally due upon completion of services and customer acceptance.

Provision of motor finance services

The performance obligation is satisfied over time as services are rendered and payment is generally due according to the monthly instalment schedule.

Provision of a sales-integrated service platform and sale of extended warranty

The performance obligation is satisfied over time as services are rendered and upfront payment is required.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2019 **S$'000**	2018 S$'000
Amounts expected to be recognised as revenue:		
Within one year	**2,055**	1,102
After one year	**915**	647
	2,970	1,749

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to sales of extended warranty, of which the performance obligations that are to be satisfied after one year. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Notes	**2019 S$'000**	2018 S$'000
Depreciation of property, plant and equipment	14	**1,889**	1,827
Amortisation of intangible assets	16	**45**	69
Amortisation of intangible assets included in cost of sales	16	**169**	—
Depreciation of right-of-use assets	15(a)	**1,064**	—
Auditors' remuneration		**256**	217
Minimum lease payments under operating leases		**—**	1,367
Lease payments not included in the measurement of lease liabilities	15(c)	**195**	—
Staff costs (excluding directors' and chief executive's remuneration)	9	**5,710**	4,993
Impairment losses on trade receivables	19	**163**	(9)
(Reversal of write-off)/write-off of trade receivables		**(33)**	81
Foreign exchange losses		**45**	46
Allowance for inventory obsolescence	18	**20**	11
Write-off of obsolete inventory		**137**	—
Loss on disposal of property, plant and equipment		**17**	113
Impairment loss on deposits		**—**	210

7. FINANCE COSTS

	2019 S$'000	2018 S$'000
Interest expenses		
— Finance lease	**—**	52
— Term loans	**125**	61
— Lease liabilities	**147**	—
Bank charges	**40**	22
	312	135

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Mr. CHUA Boon Hou (Cai Wenhao) was appointed as an executive director of the Company on 13 April 2016.

Mr. CHEN Feng was appointed as an executive director of the Company on 27 June 2018 and he resigned on 15 February 2019.

Mr. YAN Jianqiang and Mr. YUAN Guoshun were appointed as executive directors of the Company on 12 October 2018 and 7 November 2018, respectively.

Mr. WU Tangqing was appointed as a non-executive director on 23 April 2018.

Mr. LEUNG Yiu Cho was appointed as an independent non-executive director of the Company on 21 October 2016.

Mr. ZHANG Guangdong and Mr. DENG Bin were appointed as independent non-executive directors of the Company on 27 June 2018 and 12 October 2018, respectively. Mr. DENG Bin resigned on 11 September 2019.

Mr. CHEN Huichun was appointed as an independent non-executive director of the Company on 11 September 2019.

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation, is as follows:

	2019 **S$'000**	2018 S$'000
Fees	**273**	341
Salaries, allowances and benefits in kind	**134**	364
Discretionary performance-related bonuses	**—**	8
Pension scheme contributions	**15**	35
	422	748

The emoluments paid or payable to each of the directors and the chief executive of the Company for the year were as follows:

Year ended 31 December 2019		Fees S$'000	Salaries, allowances and benefits in kind S$'000	Discretionary performance-related bonuses S$'000	Pension scheme contributions S$'000	Total remuneration S$'000
(a)	**Executive directors:**					
	Mr. CHUA Boon Hou (Cai Wenhao)	—	134	—	15	149
	Mr. CHEN Feng (Resigned on 15 February 2019)	14	—	—	—	14
	Mr. YAN Jianqiang	52	—	—	—	52
	Mr. YUAN Guoshun	52	—	—	—	52
		118	134	—	15	267
(b)	**Non-executive directors:**					
	Mr. WU Tangqing	70	—	—	—	70
		70	—	—	—	70
(c)	**Independent non-executive directors:**					
	Mr. LEUNG Yiu Cho	25	—	—	—	25
	Mr. ZHANG Guangdong	20	—	—	—	20
	Mr. DENG Bin (Resigned on 11 September 2019)	34	—	—	—	34
	Mr. CHEN Huichun (Appointed on 11 September 2019)	6	—	—	—	6
		85	—	—	—	85
		273	134	—	15	422

Year ended 31 December 2018	Fees S$'000	Salaries, allowances and benefits in kind S$'000	Discretionary performance-related bonuses S$'000	Pension scheme contributions S$'000	Total remuneration S$'000
(a) Executive directors:					
Mr. Kelvin Lim					
(Resigned on 30 November 2018)	24	193	—	15	232
Mr. WANG Jingan	66	—	—	—	66
Mr. CHUA Boon Hou (Cai Wenhao)	—	134	—	14	148
Mr. Lim Kong Joo					
(Resigned on 23 April 2018)	—	37	8	6	51
Mr. SO Zelong					
(Retired on 12 June 2018)	45	—	—	—	45
Mr. CHEN Feng	31	—	—	—	31
Mr. YAN Jianqiang	11	—	—	—	11
Mr. YUAN Guoshun	8	—	—	—	8
	185	364	8	35	592
(b) Non-executive directors:					
Mr. DU Xianjie					
(Resigned on 4 July 2018)	10	—	—	—	10
Mr. WU Tangqing	48	—	—	—	48
	58	—	—	—	58
(c) Independent non-executive directors:					
Mr. LIU Ji					
(Resigned on 12 October 2018)	29	—	—	—	29
Ms. POK Mee Yau					
(Resigned on 12 October 2018)	24	—	—	—	24
Mr. LEUNG Yiu Cho	25	—	—	—	25
Mr. ZHANG Guangdong	10	—	—	—	10
Mr. DENG Bin	10	—	—	—	10
	98	—	—	—	98
	341	364	8	35	748

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2018: Nil).

9. EMPLOYEE BENEFITS EXPENSE

	2019 S$'000	2018 S$'000
Directors' emoluments (note 8):		
— Fees	**273**	341
— Salaries, allowances and benefits in kind	**134**	364
— Discretionary performance-related bonuses	**—**	8
— Pension scheme contributions	**15**	35
	422	748
Staff costs (excluding directors' remuneration):		
— Pension scheme contributions	**461**	343
— Foreign worker levy	**249**	273
— Salaries and bonuses	**4,614**	4,107
— Staff welfare and others	**386**	270
	5,710	4,993
	6,132	5,741

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included one director (2018: three), details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining four (2018: two) highest paid employees who are neither a director nor chief executive of the Group for the year are as follows:

	2019 S$'000	2018 S$'000
Salaries, allowances and benefits in kind	**423**	264
Discretionary performance-related bonuses	**17**	19
Pension scheme contributions	**45**	20
	485	303

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees	
	2019	2018
Nil to HK$1,000,000 (equivalent to S$173,000) (2018: S$174,000)	**4**	2

During the year, no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.

Subsidiaries in Singapore are subject to taxation at a rate of 17% on the estimated profits arising in Singapore during the year.

Subsidiaries in People's Republic of China are subject to taxation at a rate of 25% on the estimated profits arising in China during the year.

	2019 S$'000	2018 S$'000
Current income tax		
— Current year	**42**	15
— Overprovision in respect of prior years	**(3)**	—
	39	15
Deferred tax		
— Current year	**(17)**	10
— Overprovision in respect of prior years	**(20)**	(11)
	(37)	(1)
Tax expense for the year	**2**	14

A reconciliation of the tax expense applicable to loss before tax at the statutory/applicable rates for the countries or jurisdictions in which the Company's subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

	2019 S$'000	2019 %	2018 S$'000	2018 %
Loss before tax	**(1,235)**		(3,776)	
Tax at the statutory tax rate	**(3)**	**0.24**	(637)	16.87
Income not subject to tax	**(1)**	**0.08**	(4)	0.11
Expenses not deductible for tax	**287**	**(23.23)**	479	(12.69)
Tax losses not recognised	**290**	**(23.48)**	194	(5.14)
Effect of partial tax exemption and tax relief	**(16)**	**1.30**	(4)	0.11
Additional deductible allowance for capital expenditure	**(505)**	**40.89**	—	—
Overprovision of income tax in prior years	**(3)**	**0.24**	—	—
Overprovision of deferred tax in prior years	**(20)**	**1.62**	(11)	0.29
Utilisation of previously unutilised losses	**(24)**	**1.94**	—	—
Others	**(3)**	**0.24**	(3)	0.08
Tax charge at the Group's effective rate	**2**	**(0.16)**	14	(0.37)

12. DIVIDENDS

There were no dividends paid or payable for the year ended 31 December 2019 (2018: Nil).

13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

As at 31 December 2019, the Company had 2,000,000,000 ordinary shares in issue. The Company was listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited on 8 November 2016 by way of placing of 125,000,000 new shares and capitalisation of 375,000,000 shares, resulting in 500,000,000 ordinary shares in issue. The number of shares of the Company was subdivided into four subdivided shares from 500,000,000 ordinary shares to 2,000,000,000 ordinary shares on 4 April 2019.

The calculation of the basic loss per share is based on the following data:

	2019 **S$'000**	2018 S$'000
Loss		
Loss for the year attributable to the ordinary equity holders of the parent	**(1,237)**	(3,790)

	2019 **S$'000**	2018 S$'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	**2,000,000**	2,000,000

Basic loss per share for the year ended 31 December 2019 is S$0.06 cents (2018: S$0.19 cents).

No adjustment has been made to the basic loss per share as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2019 and 2018.

14. PROPERTY, PLANT AND EQUIPMENT

	Freehold property S$'000	Computers S$'000	Motor vehicles S$'000	Furniture and fittings S$'000	Office equipment S$'000	Renovation S$'000	Tools and machinery S$'000	Total S$'000
31 December 2019								
At 1 January 2019:								
Cost	2,583	76	2,411	978	435	5,006	1,774	13,263
Accumulated depreciation	(312)	(24)	(856)	(424)	(260)	(2,039)	(839)	(4,754)
Net carrying amount	2,271	52	1,555	554	175	2,967	935	8,509
At 1 January 2019	2,271	52	1,555	554	175	2,967	935	8,509
Additions	—	8	542	5	—	7	7	569
Disposal	—	—	—	—	—	(17)	—	(17)
Depreciation provided during the year (note 6)	(52)	(19)	(407)	(155)	(50)	(933)	(273)	(1,889)
At 31 December 2019, net of accumulated depreciation	2,219	41	1,690	404	125	2,024	669	7,172
At 31 December 2019:								
Cost	2,583	84	2,953	983	435	4,996	1,781	13,815
Accumulated depreciation	(364)	(43)	(1,263)	(579)	(310)	(2,972)	(1,112)	(6,643)
Net carrying amount	2,219	41	1,690	404	125	2,024	669	7,172
31 December 2018								
At 1 January 2018:								
Cost	2,583	49	2,783	950	420	4,506	1,766	13,057
Accumulated depreciation	(260)	(12)	(467)	(273)	(211)	(1,144)	(560)	(2,927)
Net carrying amount	2,323	37	2,316	677	209	3,362	1,206	10,130
At 1 January 2018, net of accumulated depreciation	2,323	37	2,316	677	209	3,362	1,206	10,130
Additions	—	27	410	30	16	500	8	991
Disposal	—	—	(782)	(2)	(1)	—	—	(785)
Depreciation provided during the year (note 6)	(52)	(12)	(389)	(151)	(49)	(895)	(279)	(1,827)
At 31 December 2018, net of accumulated depreciation	2,271	52	1,555	554	175	2,967	935	8,509
At 31 December 2018:								
Cost	2,583	76	2,411	978	435	5,006	1,774	13,263
Accumulated depreciation	(312)	(24)	(856)	(424)	(260)	(2,039)	(839)	(4,754)
Net carrying amount	2,271	52	1,555	554	175	2,967	935	8,509

The freehold property located at 9 Tagore Lane #03-10, 9 @ Tagore, Singapore 787472 relates to a commercial unit in a building for the Group's warehousing purpose. The carrying amount of the Group's freehold property as at 31 December 2019 was S$2,219,000 (2018: S$2,271,000), and the property was mortgaged as security for the facilities as set out in note 25 to the financial statements.

ASSETS HELD UNDER FINANCE LEASES

During the financial year, the Group acquired motor vehicles with an aggregate cost of S$143,000 (2018: S$116,000) by means of finance leases. The cash outflow on acquisition of motor vehicles amounted to S$257,000.

The carrying amount of motor vehicles held under finance leases at the end of the reporting period was S$1,134,000.

15. LEASES

THE GROUP AS A LESSEE

The Group has lease contracts for various items of properties, motor vehicles and other equipment used in its operations. Leases of properties generally have lease terms between 1 and 5 years, while motor vehicles generally have lease terms of 5 years. Other equipment generally has lease terms between 3 and 4 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Properties S$'000	Equipment S$'000	Total S$'000
As at 1 January 2019	**3,602**	**59**	**3,661**
Additions	**—**	**—**	**—**
Depreciation charge	**(1,043)**	**(21)**	**(1,064)**
As at 31 December 2019	**2,559**	**38**	**2,597**

(b) Lease liabilities

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

	2019 Lease liabilities S$'000	2018 Finance lease payables S$'000
Carrying amount 1 January	**4,732**	326
New leases	**714**	1,487
Accretion of interest recognised during the year	**147**	52
Payments	**(1,483)**	(851)
Carrying amount at 31 December	**4,110**	1,014
Analysed into:		
Current portion	**1,329**	247
Non-current portion	**2,781**	767

The maturity analysis of lease liabilities (2018: finance lease payables) is disclosed in note 25 to the financial statements.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2019 S$'000
Interest on lease liabilities	**147**
Depreciation charge of right-of-use assets	**1,064**
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 (included in other expenses)	**195**
Total amount recognised in profit or loss	**1,406**

16. INTANGIBLE ASSETS

	Software S$'000
31 December 2019	
Cost at 1 January 2019, net of accumulated amortisation	**665**
Additions	**71**
Amortisation provided during the year (note 6)	**(214)**
Exchange realignment	**(13)**
At 31 December 2019	**509**
At 31 December 2019:	
Cost	**933**
Accumulated amortisation	**(424)**
Net carrying amount	**509**
31 December 2018	
Cost at 1 January 2018, net of accumulated amortisation	100
Additions	634
Amortisation provided during the year (note 6)	(69)
At 31 December 2018, net of accumulated amortisation	665
At 31 December 2018:	
Cost	878
Accumulated amortisation	(213)
Net carrying amount	665

As at 31 December 2019, the software of the Group had a remaining useful life of not more than 5 years (2018: not more than 10 years).

17. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	2019 S$'000	2018 S$'000
Financial asset at fair value through profit or loss		
Life insurance policy, at fair value	**454**	449

The Group has entered into a life insurance policy with an insurance company to insure the executive director of a subsidiary of the Company. Under this policy, the Group is the beneficiary and the policyholder. The Group paid upfront premiums for this policy and may surrender any time by filing a written request and receive cash based on the surrender value of the policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the Directors, the surrender value of the policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 3 of the fair value hierarchy. An increase/decrease of 5% in the surrender value of the policy would result in an increase/decrease of S$6,000 (2018: S$19,000) in loss after tax.

The above unlisted investment was classified as a financial asset at fair value through profit or loss as its contractual cash flows are not solely payments of principal and interest.

18. INVENTORIES

	2019 S$'000	2018 S$'000
Spare parts and accessories	**1,157**	1,211
Motor vehicles	**40**	—
Less: provision for inventory obsolescence	**(336)**	(316)
	861	895

Inventories are stated net of allowance for inventory obsolescence of S$336,000 as at 31 December 2019 (2018: S$316,000). During the year ended 31 December 2019, allowance for inventory obsolescence amounting to S$20,000 (2018: S$11,000) was recognised.

19. TRADE RECEIVABLES

	2019 S$'000	2018 S$'000
Trade receivables	**2,707**	2,114
Impairment	**(445)**	(315)
	2,262	1,799

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

An ageing analysis of the trade receivables as at the end of the reporting period, based on the date of the products sold or services rendered, is as follows:

The movements of the allowance accounts used to record the impairment are as follows:

	2019 S$'000	2018 S$'000
At beginning of year	**315**	333
Impairment losses/(reversal of impairment losses), net (note 6)	**163**	(9)
Reversal of write-off of trade receivables, net	**(33)**	(9)
At end of year	**445**	315

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2019

		Past due			
	Current	Less than 1 month	1 to 3 months	Over 3 months	Total
	S$'000	S$'000	S$'000	S$'000	S$'000
Gross carrying amount (S$'000)	**934**	**443**	**542**	**788**	**2,707**
Expected credit losses (S$'000)	**—**	**—**	**—**	**(445)**	**(445)**
	934	**443**	**542**	**343**	**2,262**

As at 31 December 2018

		Past due			
	Current	Less than 1 month	1 to 3 months	Over 3 months	Total
	S$'000	S$'000	S$'000	S$'000	S$'000
Gross carrying amount (S$'000)	1,181	239	61	633	2,114
Expected credit losses (S$'000)	—	—	—	(315)	(315)
	1,181	239	61	318	1,799

20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2019 S$'000	2018 S$'000
Non-current		
Prepayments	**104**	62
Loans receivables from third parties*	**1,378**	—
	1,482	62
Current		
Prepayments	**1,520**	1,304
Other receivables	**140**	145
Deposits**	**1,746**	1,215
Loans receivables from third parties*	**266**	—
	3,672	2,664
Impairment allowance	**—**	—
	5,154	2,726

* The amount mainly represents interest-bearing S$ loans provided to customers for the purchase of vehicles.

** The amount mainly represents deposits paid for the purchase of vehicles on behalf of customers.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses of loan receivables from third parties. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., age). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's loan receivables from third parties using a provision matrix:

As at 31 December 2019

	Current S$'000
Gross carrying amount (S$'000)	**1,644**
Expected credit losses (S$'000)	**—**
	1,644

21. CASH AND CASH EQUIVALENTS

	2019 S$'000	2018 S$'000
Cash and bank balances	**1,106**	1,718

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

Cash and cash equivalents denominated in foreign currencies are as follows:

	2019		2018	
	Local currency '000	S$'000	Local currency '000	S$'000
Hong Kong dollar	**53**	**9**	2,673	465
Renminbi	**26**	**5**	2,851	566

22. TRADE AND OTHER PAYABLES

	2019 S$'000	2018 S$'000
Trade payables	**992**	1,036
Other payables	**739**	1,725
Deposits received from customers	**184**	—
Accrued expenses	**929**	799
Amount due to a shareholder*	**857**	—
Amount due to a related company	**—**	22
	3,701	3,582
Analysed into:		
Payable within one year	**2,844**	3,582
Payable within second to third year	**857**	—
	3,701	3,582

* The amount mainly represents non-interest-bearing financial support provided to the Group from a shareholder, which is due in 2022. Further details of the shareholder are set out in note 32 to the financial statements.

Trade payables and other payables are normally settled on 60 days' terms. These amounts are non-interest-bearing.

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2019 S$'000	2018 S$'000
Less than 30 days	**956**	759
30–60 days	**8**	220
61–90 days	**6**	18
91–120 days	**1**	2
More than 120 days	**21**	37
	992	1,036

23. PROVISIONS

	Reinstatement costs S$'000	Warranty S$'000	Total S$'000
At 1 January 2019	**565**	**24**	**589**
Reversed during the year	**(38)**	**(24)**	**(62)**
At 31 December 2019	**527**	**—**	**527**
Represented by:			
— payable within one year	**—**	**—**	**—**
— payable within second to fourth year	**527**	**—**	**527**
At 31 December 2019	**527**	**—**	**527**

24. CONTRACT LIABILITIES

Contract liabilities primarily relate to the Group's obligation to transfer services to customers for which the Group has received advances from the customers.

Details of contract liabilities are as follows:

	31 December 2019 S$'000	31 December 2018 S$'000	1 January 2018 S$'000
Advances received from customers			
Sales of goods	**1,084**	88	105
Maintenance and repair services	**20**	68	25
Modification, tuning and grooming services	**233**	409	145
Sale of extended warranty	**1,633**	1,184	502
Total contract liabilities	**2,970**	1,749	777

Contract liabilities include advances received to deliver industrial products, render maintenance and repair and modification, tuning and grooming service, and provide a sales-integrated service platform. The increase in contract liabilities in 2019 was mainly due to the increase in short-term advances received from customers in relation to the sales of motor vehicles at the end of the year. The increase in contract liabilities in 2018 was mainly due to the increase in advances received from customers in relation to the sales of extended warranty at the end of the year.

Significant changes in contract liabilities are as follows:

	2019 S$'000	2018 S$'000
At beginning of the year	**1,749**	777
Revenue recognised during the year	**(860)**	(223)
Additions	**2,081**	1,195
	2,970	1,749
Analysed into:		
Within one year	**2,055**	1,102
After one year	**915**	647
	2,970	1,749

25. INTEREST-BEARING BANK AND OTHER BORROWINGS

	31 December 2019 Maturity	31 December 2019 S$'000	1 January 2019 S$'000	31 December 2018 Maturity	31 December 2018 S$'000
Current					
Lease liabilities (note 15b)	**2020**	**1,329**	1,483	2019	247
Term loans:					
— S$ loan from a related company at 6% per annum (note a)	**—**	**—**	184	2019	184
— S$ loan at 5% per annum on daily rest	**—**	**—**	344	2019	344
— S$ loan at 4% per annum on daily rest (note b)	**2020**	**158**	166	2019	166
— S$ loan at 7% per annum on daily rest (note c)	**2020**	**1,680**	—	—	—
		3,167	2,177		941
Non-current					
Lease liabilities (note 15b)	**2021-2024**	**2,781**	3,249	2020-2023	767
Term loans:					
— S$ loan from a related company at 6% per annum (note a)	**—**	**—**	665	2023	665
— S$ loan at 4% per annum on daily rest (note b)	**—**	**—**	158	2019-2020	158
		2,781	4,072		1,590
Total		**5,948**	6,249		2,531

	2019 S$'000	2018 S$'000
Analysed into:		
Within one year	**3,167**	941
In the second year	**1,231**	583
In the third to fifth years	**1,550**	1,007
	5,948	2,531

Notes:

(a) These term loans of the Group have been fully repaid during the year.

(b) These loans are incurred to finance the procurement of certain machinery of the Group..

(c) This loan is secured by way of corporate guarantees provided by a subsidiary of the Company and a legal mortgage of the Group's freehold property which had a carrying amount of S$2,219,000 as at 31 December 2019 (Note 14).

(d) All borrowings are in Singapore dollars.

26. FINANCE LEASE PAYABLES

The Group leases certain of its motor vehicles. These leases were classified as finance leases prior to IFRS 16 becoming effective on 1 January 2019 and had remaining lease terms of five years.

At 31 December 2018, the total future minimum lease payments under finance leases and their present values were as follows:

	Minimum lease payments S$'000	Present value of minimum lease payments S$'000
Amounts payable:		
Within one year	281	247
In the second to fifth years, inclusive	808	767
Total minimum finance lease payments	1,089	1,014
Future finance charges	(75)	
Total net finance leases payable	1,014	
Portion classified as current liabilities (note 25)	247	
Non-current portion (note 25)	767	

27. DEFERRED TAX

	Statement of finance position		Profit or loss	
	31 December 2019 S$'000	31 December 2018 S$'000	**2019 S$'000**	2018 S$'000
Deferred tax liabilities:				
Differences in depreciation for tax purpose	**(36)**	(72)	**36**	22
Deferred tax assets:				
Provisions	**24**	13	**11**	(21)
Revaluations of fair value on an available-for-sale investment	**—**	—	**—**	(11)
Revaluations of fair value on a financial asset at fair value through profit or loss	**—**	11	**(11)**	11
	(12)	(48)	**36**	1

The Group has unutilised tax losses of S$1,165,000 (2018: S$802,000) that are available to offset against future taxable profits of the companies in which the losses arise, for which no deferred tax assets are recognised due to uncertainty of their recoverability. The use of these tax losses is subject to the agreement of the tax authority and compliance with certain provisions of tax legislation of Singapore and Mainland China. Except for tax losses arising in Mainland China of S$231,000 (2018: S$3,000) that will expire in one to five years, the tax losses have no expiry date.

28. SHARE CAPITAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 17 March 2016 with authorised share capital of HK$380,000 divided into 38,000,000 shares of HK$0.01 each. On the date of incorporation, 10,000 shares of nominal value of HK$0.01 each were allotted and issued to its then shareholders. Upon the completion of the reorganisation on 21 October 2016, the Company became the holding company of the Group.

On 4 April 2019, the number of shares of the Company was subdivided into four subdivided shares of HK$0.0025 each, from 500,000,000 shares to 2,000,000,000 shares.

	2019 **S$'000**	2018 S$'000
Issued and fully paid:		
2,000,000,000 (2018: 500,000,000) ordinary shares	**900**	900

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions.

29. RESERVES

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity.

MERGER RESERVE

Merger reserve represents the difference between the consideration paid and the share capital of the acquired entities under common control.

SHARE PREMIUM

Share premium represents the difference between the nominal value and the issuing value of the shares.

OTHER CAPITAL RESERVE

Other capital reserve represents the difference between the carrying amount and the fair value of the non-interest-bearing financial support provided by a shareholder.

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(A) MAJOR NON-CASH TRANSACTIONS

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of S$3,661,000 and S$3,718,000, respectively, in respect of lease arrangements for properties and equipment (2018: Nil).

(B) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

2019

	Bank and other loans S$'000	Finance lease payables/Lease liabilities S$'000
At 31 December 2018	1,517	1,014
Effect of adoption of IFRS 16	—	3,718
At 1 January 2019 (restated)	1,517	4,732
Changes from financing cash flows	321	(1,336)
New leases	—	714
Interest expense	—	147
Interest paid classified as operating cash flows	—	(147)
At 31 December 2019	1,838	4,110

2018

	Bank and other loans S$'000	Finance lease payables S$'000
At 1 January 2018	3,294	326
Changes from financing cash flows	(1,777)	(799)
New leases	—	1,487
At 31 December 2018	1,517	1,014

(C) TOTAL CASH OUTFLOW FOR LEASES

The total cash outflow for leases included in the statement of cash flows is as follows:

	2019
	S$'000
Within operating activities	**342**
Within financing activities	**1,336**
	1,678

31. COMMITMENTS

OPERATING LEASE COMMITMENTS AS AT 31 DECEMBER 2018

The Group leased certain of its service centres and its office equipment under operating lease arrangements. Leases for service centres were negotiated for terms of three years. Leases for office equipment were with terms of 12 months or less.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018
	S$'000
Within one year	1,144
In the second to fifth years, inclusive	652
	1,796

32. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Compensation of key management personnel of the Group:

	2019 S$'000	2018 S$'000
Salaries, allowances and benefits in kind	**134**	364
Discretionary performance-related bonuses	**—**	8
Pension scheme contributions	**15**	35
	149	407

Further details of Directors' emoluments are included in note 8 to the financial statements.

(b) Loan and amount due to related company of the Group

	2019 S$'000	2018 S$'000
Amount due to a shareholder*	**857**	—
Amount due to a related company**	**—**	14
Interest payable to a related company**	**—**	8
Loan from a related company**	**—**	849
	857	871

* The substantial shareholder refers to Mr. Zhang Yadong.

** The related company refers to a company owned by the spouse of Mr. Kelvin Lim. Mr. Kelvin Lim has resigned as executive director of the Company on 30 November 2018.

33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	Mandatorily designated as such		
	S$'000	S$'000	S$'000
Financial assets at fair value through profit or loss	454	—	454
Trade receivables	—	2,262	2,262
Financial assets included in prepayments, other receivables and other assets	—	1,784	1,784
Cash and cash equivalents	—	1,106	1,106
	454	5,152	5,606

Financial liabilities

	Financial liabilities at amortised cost S$'000
Financial liabilities included in trade and other payables	**3,388**
Interest-bearing bank and other borrowings	**5,948**
	9,336

2018

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	Mandatorily designated as such S$'000	S$'000	S$'000
Financial assets at fair value through profit or loss	449	—	449
Trade receivables	—	1,799	1,799
Financial assets included in prepayments, other receivables and other assets	—	145	145
Cash and cash equivalents	—	1,718	1,718
	449	3,662	4,111

Financial liabilities

	Financial liabilities at amortised cost S$'000
Financial liabilities included in trade and other payables	3,399
Interest-bearing bank and other borrowings	2,531
	5,930

34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments are as follows:

	Carrying amounts		Fair values	
	2019	2018	**2019**	2018
	S$'000	S$'000	**S$'000**	S$'000
Financial assets				
Financial asset at fair value through profit or loss	**454**	449	**454**	449
Trade receivables	**2,262**	1,799	**2,262**	1,799
Financial assets included in prepayments, other receivables and other assets	**1,784**	145	**1,784**	145
Cash and cash equivalents	**1,106**	1,718	**1,106**	1,718
	5,606	4,111	**5,606**	4,111

	Carrying amounts		Fair values	
	2019	2018	**2019**	2018
	S$'000	S$'000	**S$'000**	S$'000
Financial liabilities				
Financial liabilities included in trade and other payables	**3,388**	3,399	**3,388**	3,399
Interest-bearing bank and other borrowings (other than lease liabilities)	**1,838**	1,517	**1,838**	1,517
	5,226	4,916	**5,226**	4,916

Management has assessed that the fair values of cash and cash equivalents, trade and other receivables, trade and other payables, and interest-bearing bank and other borrowings (current portion) approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate their fair values:

The fair values of non-current interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities as disclosed in the note 25 to the financial statements.

The fair value of the financial asset at fair value through profit or loss has been estimated based on the surrender value of the policy as disclosed in note 17 to the financial statements.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, interest rate risk, foreign currency risk and liquidity risk. The Group's overall risk management objective is to effectively manage these risks and seek to minimise potential adverse effects on the financial performance of the Group. The Group reviews and agrees policies for managing each of these risks and they are summarised below.

CREDIT RISK

The Group adopts the policy of dealing only with customers with appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For financial assets, the Group adopts the policy of dealing with financial institutions and other counterparties with high credit ratings.

Customers' payment profiles and credit exposure are continuously monitored by the Company.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2019

	12-month ECLS	Lifetime ECLs			
	Stage 1 S$'000	Stage 2 S$'000	Stage 3 S$'000	Simplified approach S$'000	Total S$'000
Trade receivables*	—	—	—	2,262	2,262
Loan receivables from third parties*	—	—	—	1,644	1,644
Financial assets included in prepayments, other receivables and other assets (other than loan receivables from third parties)					
— Normal**	140	—	—	—	140
— Doubtful**	—	—	—	—	—
Cash and cash equivalents					
— not yet past due	1,106	—	—	—	1,106
	1,246	—	—	3,906	5,152

As at 31 December 2018

	12-month ECLS	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	S$'000	S$'000	S$'000	S$'000	S$'000
Trade receivables*	—	—	—	1,799	1,799
Financial assets included in prepayments, other receivables and other assets					
— Normal**	145	—	—	—	145
— Doubtful**	—	—	—	—	—
Cash and cash equivalents					
— not yet past due	1,718	—	—	—	1,718
	1,863	—	—	1,799	3,662

* For trade receivables and loan receivables from third parties to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 19 and 20 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets (other than loan receivables from third parties) is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables, prepayments, other receivables and other assets and cash and cash equivalents are disclosed in note 19, note 20 and note 21 to the financial statements, respectively.

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its loans and borrowings.

As at 31 December 2019 and 2018, the Group had no floating rate loans and borrowings.

FOREIGN CURRENCY RISK

The Group has currency exposures arising from sales, purchases and interest-bearing bank and other borrowings that are denominated in a currency other than the respective functional currencies of the group entities, primarily the Singapore dollar. The currencies giving rise to this risk are primarily the United States dollar ("US$"), Hong Kong dollar ("HK$"), Euro ("EUR"), Renminbi ("RMB"), British pound ("GBP") and Japanese Yen ("JPY")..

The Group's exposure to foreign currencies in respect of financial assets and liabilities is disclosed in the respective notes to the financial statements.

The following demonstrates the sensitivity to a reasonably possible change in HK$, US$, EUR, RMB, GBP and JPY against the Singapore dollar, with all other variables held constant, of the Group's loss before tax:

	2019 **S$'000**	2018 S$'000
US$ against S$		
— strengthened 6% (2018: 6%)	(35)	—
— weakened 6% (2018:6%)	35	—
HK$ against S$		
— strengthened 6% (2018:6%)	36	25
— weakened 6% (2018:6%)	(36)	(25)
EUR against S$		
— strengthened 6% (2018: 6%)	(17)	—
— weakened 6% (2018: 6%)	17	—
RMB against S$		
— strengthened 6% (2018: 6%)	(40)	1
— weakened 6% (2018: 6%)	40	(1)
GBP against S$		
— strengthened 6% (2018: 6%)	1	—
— weakened 6% (2018: 6%)	(1)	—
JPY against S$		
— strengthened 6% (2018: 6%)	1	—
— weakened 6% (2018: 6%)	(1)	—

LIQUIDITY RISK

The Group manages liquidity risk by maintaining cash and available funding through committed credit facilities sufficient to enable it to meet its operational requirements.

The table below analyses the maturity profile of the Group's financial liabilities based on contractual undiscounted cash flows:

As at 31 December 2019	**Within1 year S$'000**	**1 to 5 years S$'000**	**Over 5 years S$'000**	**Total S$'000**
Financial liabilities included in trade and other payables	**3,388**	**—**	**—**	**3,388**
Lease liabilities	**1,450**	**2,901**	**—**	**4,351**
Interest-bearing bank and other borrowings (excluding lease liabilities)	**1,851**	**—**	**—**	**1,851**
	6,689	**2,901**	**—**	**9,590**

As at 31 December 2018	Within1 year S$'000	1 to 5 years S$'000	Over 5 years S$'000	Total S$'000
Financial liabilities included in trade and other payables	3,399	—	—	3,399
Interest-bearing bank and other borrowings	1,040	645	1,070	2,755
	4,439	645	1,070	6,154

CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide adequate cash flows to meet its operating requirements.

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

The Group monitors capital using a gearing ratio, which is interest-bearing bank and other borrowings divided by the total equity. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios are as follows:

	31 December 2019 S$'000	1 January 2019 S$'000	31 December 2018 S$'000
Interest-bearing bank and other borrowings (note 25)	**5,948**	6,249	2,531
Equity attributable to owners of the Company	**7,128**	8,235	8,235
Gearing ratio	**0.83**	0.76	0.31

Note: The Group has adopted IFRS 16 using the modified retrospective approach and the effect of the initial adoption is adjusted against the opening balances as at 1 January 2019 with no adjustments to the comparative amounts as at 31 December 2018. This resulted in an increase in the Group's net debt, and hence, the Group's gearing ratio increased from 0.31 to 0.76 on 1 January 2019 when compared with the position as at 31 December 2018.

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2019 S$'000	2018 S$'000
NON-CURRENT ASSETS		
Right-of-use asset	**80**	—
Investment in a subsidiary	**2,069**	2,069
Total non-current assets	**2,149**	2,069
CURRENT ASSETS		
Prepayment	**34**	—
Amounts due from subsidiaries	**2,054**	2,519
Cash and cash equivalents	**9**	—
Total current assets	**2,097**	2,519
CURRENT LIABILITIES		
Other payables	**636**	380
Amounts due to subsidiaries	**82**	—
Lease liabilities	**28**	—
Total current liabilities	**746**	380
NON-CURRENT LIABILITIES		
Amounts due to a shareholder	**518**	—
NET CURRENT ASSETS	**1,351**	2,139
Net assets	**2,982**	4,208
EQUITY		
Share capital	**900**	900
Reserves	**2,082**	3,308
Total equity	**2,982**	4,208

A summary of the Company's reserves is as follows:

	Share premium S$'000	Other capital reserve S$'000	Accumulated losses S$'000	Total S$'000
At 1 January 2019	**8,982**	**—**	**(5,674)**	**3,308**
Total comprehensive loss for the year	**—**	**—**	**(1,302)**	**(1,302)**
Deemed contribution from the interest adjustment of non-current portion of payables to shareholders	**—**	**76**	**—**	**76**
At 31 December 2019	**8,982**	**76**	**(6,976)**	**2,082**

37. EVENTS AFTER THE REPORTING PERIOD

(1) On 13 January 2020, the Group renewed its term loan with Funding Societies Pte Ltd of S$1,680,000 to January 2021.

(2) With the Coronavirus Disease 2019 ("Covid-19") outbreak, the Group's subsidiaries in PRC and Singapore have implemented various precautionary measures to mitigate the risk of the outbreak on the Group's operations. The Group will continue to monitor the situation and assess the impact on the financial position and operating results of the Company. As of the reporting date of this report, the evaluation is still in progress. The Covid-19 outbreak is not expected to have a significant impact on the Group's operations.

38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of Directors on 17 April 2020.

FINANCIAL SUMMARY

Results	2019 S$'000	2018 S$'000	2017 S$'000	2016 S$'000	2015 S$'000
Revenue	**22,603**	17,558	13,964	16,791	15,814
(Loss)/profit before tax	**(1,235)**	(3,776)	(2,087)	(270)	2,054
Income tax (expense)/credit	**(2)**	(14)	46	(301)	(338)
(Loss)/profit for the year	**(1,237)**	(3,790)	(2,041)	(571)	1,716

Assets and liabilities	2019 S$'000	2018 S$'000	2017 S$'000	2016 S$'000	2015 S$'000
Total assets	**20,286**	16,761	22,210	19,412	12,219
Total liabilities	**13,158**	8,526	9,947	5,083	5,131
Total equity	**7,128**	8,235	12,263	14,329	7,088

Note:

The financial information for the years ended 31 December 2014 and 2015 were extracted from the prospectus of the Company dated 31 October 2016. The summary above does not form part of the audited financial statements.