Optima Automobile Group Holdings Limited
傲迪瑪汽車集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8418

Annual Report 2020

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Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Ang Lay Keong (Hong Liqiang) (Chairman and Chief Executive Officer)
Ms. Lim Li Ling (Lin Liling)
Ms. Tan Peck Luan (Chen Biluan) (resigned on 28 February 2020)
Mr. Goh Duo Tzer (Wu Duoze) (appointed on 28 February 2020)
Ms. Nie Li (appointed on 18 May 2020)
Ms. Lin Xiaojuan (appointed on 24 August 2020)
Mr. Hu Wu'an (appointed on 6 January 2021)

Independent Non-Executive Directors

Mr. Chu Kin Ming
Ms. Liang Weizhang (resigned on 18 May 2020)
Mr. Ong Kar Loon (Wang Jialun) (appointed on 18 May 2020 and resigned on 25 February 2021)
Mr. Tang Chi Chiu (resigned on 24 September 2020)
Ms. Tan Meng Choon (appointed on 24 September 2020)
Mr. Chang Li-Chung (appointed on 25 February 2021)

AUDIT COMMITTEE

Mr. Tang Chi Chiu (Chairman) (resigned on 24 September 2020)
Mr. Chu Kin Ming (Chairman)
Ms. Liang Weizhang (resigned on 18 May 2020)
Mr. Ong Kar Loon (Wang Jialun) (appointed on 18 May 2020 and resigned on 25 February 2021)
Ms. Tan Meng Choon (appointed on 24 September 2020)
Mr. Chang Li-Chung (appointed on 25 February 2021)

REMUNERATION COMMITTEE

Ms. Tan Meng Choon (Chairlady) (appointed on 24 September 2020)
Ms. Liang Weizhang (Chairlady) (resigned on 18 May 2020)
Mr. Ong Kar Loon (Wang Jialun) (appointed on 18 May 2020, was Chairman until 24 September 2020 and resigned on 25 February 2021)
Mr. Chu Kin Ming
Mr. Tang Chi Chiu (resigned on 24 September 2020)
Mr. Chang Li-Chung (appointed on 25 February 2021)

NOMINATION COMMITTEE

Ms. Liang Weizhang (Chairlady) (resigned on 18 May 2020)
Mr. Ong Kar Loon (Wang Jialun) (Chairman) (appointed on 18 May 2020 and resigned on 25 February 2021)
Mr. Chang Li-Chung (Chairman) (appointed on 25 February 2021)
Mr. Ang Lay Keong (Hong Liqiang)
Mr. Chu Kin Ming (cease to be a member on 24 September 2020)
Ms. Tan Meng Choon (appointed on 24 September 2020)

COMPLIANCE OFFICER

Ms. Tan Peck Luan (Chen Biluan) (resigned on 28 February 2020)
Mr. Goh Duo Tzer (Wu Duoze) (appointed on 28 February 2020)

COMPANY SECRETARY

Mr. Chan Tsang Mo, HKICPA

Corporate Information

AUTHORISED REPRESENTATIVES

Ms. Tan Peck Luan (Chen Biluan)
(resigned on 28 February 2020)
Mr. Goh Duo Tzer (Wu Duoze)
(appointed on 28 February 2020)
Mr. Chan Tsang Mo, HKICPA

AUDITORS

BDO Limited
Certified Public Accountants
(Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance)
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

COMPLIANCE ADVISER

Orient Capital (Hong Kong) Limited
28/F-29/F, 100 Queen's Road Central
Central, Hong Kong

PRINCIPAL BANKS

DBS Bank Limited
12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 018982

United Overseas Bank Limited
80 Raffles Place
UDB Plaza 1, #07-01
Singapore 048624

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

6 Kung Chong Road
Alexandra Industrial Estate
Singapore 159143

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111 Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 601, 6/F
Ovest, 77 Wing Lok Street
Sheung Wan, Hong Kong

STOCK CODE

8418

COMPANY'S WEBSITE ADDRESS

www.ow.sg

Chairman's Statement

Dear Shareholders,

On behalf of the board of directors (the "**Board**") of the Company, I am pleased to present the annual report of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2020.

The shares of the Company (the "**Shares**") were successfully listed (the "**Listing**") on GEM of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 11 October 2019 by way of public offer and placing (collectively, the "**Share Offer**"). The Group is principally engaged in the business of (1) after-market automotive services, with a focus on inspection, maintenance and repair services; (2) car rental services; and (3) supply of car spare parts, accessories and automotive equipment.

In July 2020, Shenzhen Aodi Taoche Automobile Trading Co., Ltd.*（深圳傲迪淘車汽車貿易有限公司）("**Shenzhen Aodi Taoche**"), a wholly-owned subsidiary of the company commenced its automobile, parts and related products trading operations in Mainland China. On 30 November 2020, Shenzhen Aodi Taoche, entered into a legally binding cooperation agreement (the "**Agreement**") with Jintao Automobile, in relation to the operation of Shenzhen Aodi Taoche's automobile trading service for a period of one year from 30 November 2020 to 29 November 2021.

In order to broaden the trading of the Group's parallel imported vehicles and related businesses in Mainland China, the Group has established a wholly-owned subsidiary Hunan Optima Automobile Co., Ltd.*（湖南傲迪瑪汽車有限公司）in Changsha, Hunan, the PRC on 3 February 2021, which is mainly responsible for the business in central and southern China, with Hu Wu'an, the executive director of the Group, acting as the general manager. It mainly builds a supply chain focusing on imported vehicles, car spare parts and supporting services and provides customers with a "one-stop" high-quality services of parallel imported vehicles, safe, fast, price-competitive and flexible vehicle supporting financial insurance.

Revenue for the Group was SGD22.3 million for the financial year ended 31 December 2020 ("**FY2020**"), as compared to SGD16.6 million for the financial year ended 31 December 2019 ("**FY2019**"), an increase of approximately SGD5.7 million. The increase was mainly attributable to the revenue contributed by the automobile trading operations in China of approximately SGD8.8 million, offset by the decrease in revenue for the subsidiaries in Singapore of approximately SGD3.1 million. The decrease was mainly due to the measures implemented by the Singapore government to prevent the spread of the novel coronavirus (the "**COVID-19**") pandemic in Singapore and the adverse impact of COVID-19 on the Singapore economy and the termination of the car rental agreement with one of the Group's major long-term car rental customers in the first quarter of FY2020.

Chairman's Statement

The COVID-19 outbreak in early 2020 which has caused disruption to businesses and market uncertainties in affected regions may further impose a negative impact on the economy. We anticipate a challenging operating environment ahead as business and consumer sentiments continue to be cautious. The Group will adopt a cautious and prudent approach in the upcoming year and will continue to focus on strengthening its position in the after-market automotive services business in Singapore and increasing its market share in the sales of automobiles, parts and related products in the Mainland China market.

On behalf of the Board, I would like to extend our sincere appreciation to the support and trust of our shareholders, business partners and customers. I would also extend my gratitude and appreciation to all the Directors, management and staff for their hard work and dedication throughout the year. I believe all members of the Group will dedicate their best efforts to drive business growth and to deliver enhanced returns to Shareholders.

Ang Lay Keong (Hong Liqiang)
Chairman

Hong Kong, 25 March 2021

Management Discussion and Analysis

BUSINESS REVIEW

The Group is a one-stop after-market automotive service provider in Singapore offering comprehensive and integrated automotive-related solutions to customers. The Group is principally engaged in the provision of a comprehensive range of after-market automotive services, with a focus on inspection, maintenance and repair services and also engaged in (i) offering short-term and long-term car rental services; and (ii) supplying passenger car spare parts, accessories and automotive equipment to customers in Singapore and overseas countries and automobiles to customers in China. The Group operates three service centres and one paint workshop in Singapore. Our service centres are equipped with cutting-edge diagnostic equipment and facilities for the provision of comprehensive after-market automotive services except for spray painting services which shall be handled by our paint workshop.

In July 2020, Shenzhen Aodi Taoche Automobile Trading Co., Ltd.*（深圳傲迪淘車汽車貿易有限公司）(“**Shenzhen Aodi Taoche**”), a wholly-owned subsidiary of the Company commenced its automobile, parts and related products trading operations in Mainland China.

On 31 July 2020, Shenzhen Aodi Taoche entered into a letter of intent for strategic cooperation (the “**Letter of Intent**”) with Shenzhen Jintao Automobile Technology Co., Ltd.（深圳市金淘車汽車科技有限公司）(“**Jintao Automobile**”). Pursuant to the Letter of Intent, Shenzhen Aodi Taoche and Jintao Automobile intend to make collaboration by leveraging on each other’s advantages, and jointly develop the automobile e-commerce business in Mainland China by using Jintao Automobile’s sales platform, Jinzheng Taoche（金證淘車）, to supply automobile spare parts, accessories and equipment and automobiles to customers in Mainland China with the view to exploring new business opportunities in the Mainland China market.

On 30 November 2020, Shenzhen Aodi Taoche, entered into a legally binding cooperation agreement (the “**Agreement**”) with Jintao Automobile, in relation to the operation of Shenzhen Aodi Taoche’s automobile trading service for a period of one year from 30 November 2020 to 29 November 2021. The Group believes that it can leverage on the advantages, resources and expertise of Jintao Automobile to establish a stable and mutually beneficial strategic relationship with it in respect of the sales and development of automobile parts and related products in the Mainland China market, thus increasing the income sources of the Group. For details, please refer to the announcement issued by the Company dated 30 November 2020.

Nonetheless, COVID-19 outbreak has disrupted businesses and market uncertainties in affected regions and imposed a negative impact on economies. The Singapore economy contracted by 5.4% in 2020. The Group’s Singapore operations and business was affected due to Circuit Breaker (“**CB**”) measures implemented by the Singapore Government from 7 April 2020 to 1 June 2020 which included the suspension of non-essential services and closure of most workplace premises to reduce the local transmission of COVID-19 in Singapore, as well as weak external demand amidst a global economic downturn precipitated by COVID-19. The Group’s operation in Singapore was only allowed to open for emergency repairs services (as listed under Essential Services) on an appointment basis during the CB period. Such measures led to extensive disruption to the regular operation of the Group in Singapore, and as a result, had an adverse impact on the Group’s after-market automotive services.

Management Discussion and Analysis

In the first quarter of 2020, the Group has terminated the car rental agreement with one of its major long-term car rental customers that were facing financial difficulties towards the end of year 2019 (the "**Termination**"). The Group has since started cooperating with other car-sharing and ride-hailing companies in Singapore in place of this customer. However, the COVID-19 outbreak has significantly reduced tourist arrivals and domestic travels, which had adversely affected the car-sharing and ride-hailing industry in Singapore. The Directors expect that it may require a longer period than usual for a recovery in the car rental services segment.

Sales of passenger car spare parts and accessories to overseas customers increased by approximately SGD7.9 million during FY2020 as compared to FY2019. The increase is mainly due to Shenzhen Aodi Taoche commencing its activity to supply automobile spare parts, accessories, equipment and automobiles to customers in Mainland China in July 2020. Sales of Shenzhen Aodi Taoche for the six months ended 31 December 2020 amounted to approximately SGD8.8 million. This increase is offset by the decrease in Singapore's operations sales to other countries of approximately SGD0.9 million.

OUTLOOK

Since the outbreak of the COVID-19, the Singapore government has taken emergency public health measures and various actions to prevent the spread of COVID-19. Such measures led to extensive disruption to the regular operation of the Group in Singapore, and as a result, had an adverse impact on the Group's financial performance. The Group faced a challenging operating environment as business and consumer sentiments have turned cautious amidst an economic downturn. Many consumers continued to work from home and have tightened their expenditure on perceived non-essential spending.

The Group continues to strengthen its cost control measures substantially in order to mitigate the adverse impact from the COVID-19 outbreak. To date, the Group has implemented several initiatives, including salaries cut, work-shift rotation and negotiation with the landlord on rental rates, etc. During the year ended 31 December 2020, the Group continued to improve its operational efficiency and reduce costs further through a series of measures as follows:

a) Consolidate the Tagore Service Centre into Serangoon Service Centre to improve business continuity and cost control amidst weak business outlook. There was minimal disruption to its hoists capacity. The costs savings and benefits from the consolidation of the two service centres are expected to exceed the costs for the move.

b) Relocate the motor accident claims department (including hoists and machinery such as Car-O-Liner collision repair and wheel alignment systems) for insured repairs from the Serangoon Service Centre to a new location in the same vicinity as the paint workshop. The relocation completed the Group's efforts to house its insured repair services in the same location to improve the car owners' experience and the efficiency of repairing cars involved in accidents which will typically need spray painting services. In addition, this will optimise and accommodate the relocation of the Tagore Service Centre.

Management Discussion and Analysis

In order to broaden the trading of the Group's parallel imported vehicles and related businesses in Mainland China, the Group has established a wholly-owned subsidiary Hunan Optimal Automobile Co., Ltd.*（湖南傲迪瑪汽車有限公司）in Changsha, Hunan, the PRC on 3 February 2021, which is mainly responsible for the business in central and southern China, with Hu Wu'an, the executive director of the Group, acting as the general manager. It mainly builds a supply chain focusing on imported vehicles, car spare parts and supporting services and provides customers with a "one-stop" high-quality services of parallel imported vehicles, safe, fast, price-competitive and flexible vehicle supporting financial insurance.

On 1 February 2021, there were news of the political developments in Myanmar, announcing the detention of Aung San Suu Kyi, the State Counsellor of Myanmar and the other leaders of the National League Democracy Party. Myanmar's military has also announced a one-year state of emergency during which the military would be taking over the affairs of Myanmar. It has further pledged to hold elections after one year and operate in line with existing laws.

The operation of Optima Werkz Myanmar Services Co., Ltd. ("**OWMS**"), a 35% owned associate of the Group which is in the business of repairs and maintenance of motor vehicles including installation of parts and accessories in Yangon, Myanmar, was disrupted due to the current political situation and recent declaration of martial law in some areas of Yangon on 14 March 2021. To ensure the safety of all staff, they are advised to work from home until the situation improves. Further information is required in order to ascertain the impact to the Group. The Group will continue to monitor the political developments in Myanmar and provide further updates when there are material developments.

On 10 February 2021, the Singapore government announced the Singapore Green Plan 2030 where there are various initiatives related to the transportation and automotive industries. This includes the promotion of switching to cleaner-energy vehicles, especially Electric Vehicles ("**EV**") as this is the most promising clean-energy vehicle technology up to date. To prepare the Group for the new market developments and challenges that come with the new breed of vehicles, the Group will continue to acquire new technology and equipment and upgrading the skills of our vehicle specialists.

Although there has been progress in COVID-19 vaccines development and deployment around the world, uncertainties and risks in the global economy remains in the year ahead due to factors such as the adequacy of vaccine supplies and speed of vaccine deployment, the possible emergence and spread of new strains of the virus as well as the strength of policy support to drive economic recovery. The Group will adopt a cautious and prudent approach on expansions in the upcoming year and will continue to focus on strengthening its position in the after-market automotive services business in Singapore and increasing its market share in the sales of automobiles, parts and related products in the Mainland China market.

FINANCIAL REVIEW

Revenue

Revenue for the Group was SGD22.3 million for FY2020, as compared to SGD16.6 million for FY2019, an increase of approximately SGD5.7 million. The increase was mainly attributable to:

(i) increase in sales of passenger car spare parts and accessories of approximately SGD7.9 million during FY2020 as compared to FY2019. The increase is mainly due to Shenzhen Aodi Taoche commencing its activity to supply automobile spare parts, accessories, equipment and automobiles to customers in Mainland China in July 2020. Sales of Shenzhen Aodi Taoche for the six months ended 31 December 2020 amounted to approximately SGD8.8 million. This increase is offset by the decrease in Singapore's operations sales to other countries of approximately SGD0.9 million.

(ii) a decrease in revenue for after-market automotive services of approximately SGD1.7 million comprising a decrease in non-insured repair services of approximately SGD0.9 million and a decrease in warranty-related business of approximately SGD0.9 million offset by an increase in revenue from insured repair services of approximately SGD0.1 million.

(iii) a decrease in car rental income of approximately SGD0.6 million resulting from the loss of revenue in initial months from the termination of the car rental agreement with one of its major long-term car rental customers in the first quarter of FY2020. The Group has since started cooperating with other car-sharing and ride-hailing companies in Singapore in place of this customer.

Other income

The increase in other income was mainly from the subsidies received by the Singapore subsidiaries for wage support under the Jobs Support Scheme given by the Singapore government for its COVID-19 support measures amounting to approximately SGD0.6 million.

Cost of materials used

In FY2020, the cost of materials used increased by approximately SGD8.2 million as compared to FY2019. This is due to the inclusion of the cost incurred by Shenzhen Aodi Taoche in its supply of automobiles to customers in Mainland China offset by lower purchase prices of materials used in providing after-market automobile services for FY2020 as the Group continually source for more competitively priced parts and accessories.

Employee benefits expenses

The employee benefit expenses has decreased by approximately SGD1.4 million from approximately SGD5.6 million in FY2019 to approximately SGD4.2 million in FY2020. This was mainly due to cost reduction initiatives implemented by the Group and no declaration of bonus for FY2020. In FY2019, the bonus and related provident fund contributions paid & declared amounted to approximately SGD0.6 million.

Depreciation of right-of-use assets

The decrease in depreciation of right-of-use assets from approximately SGD3.3 million in FY2019 to approximately SGD2.6 million in FY2020 was mainly due to reduction in rental rates from landlords.

Impairment of trade receivables

The Group recorded an additional impairment of trade receivables of approximately SGD0.8 million on the trade receivables from customers affected by the economic effects brought on by COVID-19 and a long-term car rental customer due to the Termination.

Impairment of right-of-use assets

The recoverable amount of the Group's right-of-use assets was impaired as a result of the effects of COVID-19 on the Singapore economy. Hence the Group has recorded an additional impairment of right-of-use assets amounting to approximately SGD0.2 million for FY2020.

Other Expenses

The other expenses comprised mainly of the following:

i) Cost of services comprising mainly towing fees, freight, travelling and transportation expenses has decreased due to savings on transportation and travelling expenses due to the restriction on travelling from COVID-19.

ii) Maintenance costs were mainly incurred for our service centres, passenger cars and equipment such as hoists. The increase was mainly due to insurance and maintenance costs for the fleet.

iii) Merchant fees were mainly related to payments for bank charges and merchant terminals such as credit cards machines. The decrease is in line with the lower after-market automotive revenue.

iv) Office-related expenses mainly included printing and stationery expenses, subscription expenses, office supplies, stamp duty and other insurance expenses (excluding motor vehicles insurance). The increase was mainly due to stamp duty paid for the acquisition of the investment in associate company in Myanmar and the printing costs for the quarterly, interim and annual report of the Company.

v) The increase in professional and legal fees comprising mainly included audit fees, legal fees, compliance advisor fees, corporate secretarial fees, tax agent fees etc. was mainly due to the full impact of the compliance advisor fees etc after the completion of the listing and legal fees relating to the legal costs for the conversion of the personal guarantees on the bank and lease facilities of the subsidiaries to a corporate guarantee and the legal costs incurred to recover amounts owing to the Group by one of the major long-term car rental customer.

vi) Telecommunication expenses were mainly related to charges from telecommunications service providers.

vii) Refreshments were mainly related to snacks and drinks for customers lounge.

viii) Total bad debts of approximately SGD1,000 (2019: SGD17,000) were written off directly to profit or loss for the year ended 31 December 2020.

ix) Other operating expenses included foreign exchange loss, loss on disposal and write-off of property, plant and equipment, utilities and facilities related costs and other miscellaneous expenses. During the year ended 31 December 2020, the decrease in other operating expenses were mainly attributed to the decrease in foreign exchange loss by approximately SGD114,000.

Management Discussion and Analysis

Income tax expense

The Group provided for income tax expense of SGD0.1 million despite a loss before income tax expense due to non-tax deductible items. The income tax expense provided arise from subsidiaries incorporated in Singapore that are subjected to a tax rate of 17% on the profits arising in Singapore.

Loss and total comprehensive income for the period

The Group recorded a loss and total comprehensive loss for FY2020 of approximately SGD0.8 million compared to a loss and total comprehensive income for FY2019 of approximately SGD2.2 million. The loss for FY2019 was substantially due to the non-recurring listing expenses of SGD2.0 million. The loss for FY2020 was attributable to the combined effects of the decrease in revenue, increase in impairment of right-of-use assets and trade receivables and expenses incurred in the new operations in China. The loss for FY2020 was partially offset by subsidies and waivers amounting to approximately SGD0.8 million received by the subsidiaries in Singapore under the Singapore government COVID-19 support measures.

LIQUIDITY, FINANCIAL RESOURCES

As at 31 December 2020, the cash and cash equivalents were approximately SGD3.3 million (2019: SGD6.3 million). The working capital (current assets less current liabilities) and total equity of the Group were approximately SGD0.9 million and SGD10.9 million, respectively.

As at 31 December 2020, the Group's bank borrowings with maturity within one year amounted to approximately SGD0.2 million (2019: SGD0.2 million). The Shares were successfully listed on GEM of the Stock Exchange on 11 October 2019 (the "**Listing Date**"). There has been no change in the capital structure of the Group since then to the date of this annual report. The capital structure of the Group only comprises ordinary Shares.

The gearing ratio of the Group, which was defined as total debt divided by total equity, were 0.7 as at 31 December 2020 (2019: 0.7). Total debt includes all bank borrowings, short-term loan and lease liabilities. The net debt to equity of the Group, which was defined as total debt net of cash and cash equivalents divided by total equity, were 0.4 as at 31 December 2020 (2019: 0.1).

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policies and thus has maintained a healthy liquidity position throughout FY2020. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Management Discussion and Analysis

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's operations are subject to certain risks and the major ones that may have a material and adverse effect on the Group's business, financial conditions and results of operations are as follows. In addition, the Group's activities are exposed to a variety of financial risks including, currency risk, credit risk, liquidity risk and interest rate risk.

Principal Risks Identified	Description of the Principal Risks Identified	Mitigation of Risks
The Group's revenue is mainly derived from Singapore and the Group's sales performance is susceptible to changes in Singapore as well as the Singapore Government policies, and its financial, social and economic environment.	The Group's local sales performance is susceptible to the following: The Group is subjected to the Singapore Government policies. In Singapore, the Government established a regulation to limit and tighten the Certificate of Entitlement quota by only replacing the number of de-registered vehicles on the road at most. Hence, with lesser number of vehicles on the road, the demand of our after-market automotive services may be materially and adversely affected. Moreover, the Group is reliant on a constant supply of experienced and skilled staff, such as service advisors and technicians. Of which, a large number of them are not Singapore citizens. Hence, if there are any unfavourable changes towards Singapore's manpower policies, the supply or labour cost of such foreign workers may be affected, and thus affecting our business operations and profitability.	The Group has diversified its business into several service lines. For example, the loss in demand on after-market automotive services may gain from other service lines, such as car rental service and automotive supply service. In addition, the Group has and will continue to diversify its business outside of Singapore in order to minimize its reliance on the Singapore market.

Management Discussion and Analysis

Principal Risks Identified	Description of the Principal Risks Identified	Mitigation of Risks
	In addition, social issues like the outbreak of the COVID-19 and the corresponding social measures put forth by the Singapore government, may lead to a decrease in the number of road users and hence a decrease in the demand for our rental or after market services. In summary, any changes or developments in the economic, financial or social conditions in Singapore, which are outside our control, may affect the demand for our services and if there are any material adverse changes, our business and profitability may be materially and adversely affected.	
Competition from other service centre, including those operated by car dealers and from other car rental companies could adversely affect the Group's operating results and financial performance if they decide to expand their service centres or lower the prices charged for the services.	As the Singapore's passenger car inspection, maintenance and repair services industry is highly fragmented, the Group faces competition, in various aspects, such as number of service centres, convenience of the location of service centres, pricing, range of services and service quality, from other service centres, including those operated by car dealers. Similarly, competition among car rental companies is primarily based on, among other things, fleet size, brand recognition, price, variety and condition of the vehicles, variety of service offerings and quality of customer service. Hence, if other service centres or car rental companies expand their businesses or lower their prices, we may not be competitive against these competitors and may suffer from a decline in the demand for our services and our operating results and business performance may be materially and adversely affected.	The Group will continue to strengthen our services and product offerings while keeping abreast of potential competitor's pricing and strategies. We believe that if we continue to deliver value added and high quality customer services, we will be able to ensure higher customer retention in the long run.

Management Discussion and Analysis

Principal Risks Identified	Description of the Principal Risks Identified	Mitigation of Risks
The Group placed reliance on its cooperation with a sole Insurer to provide after-market automotive services to customers who participate in the Insurer's motor warranty programme.	Any decrease or loss of business from the sole insurer or any adverse change (such as termination/ replacement) in the Group's business relationship with the sole insurer could adversely and substantially affect the Group's operations, financial performance and expansion plans.	The Group has entered into an Exclusive Service Agreement with the sole insurer to act as its exclusive service provider for an exclusive period of six years commencing on 1 January 2017 to ensure long term business viability. Three months before the expiry of the term, both parties will hold discussion for the service agreement renewal. In addition, the exclusivity period may be extended by mutual consent at any time. Hence, the Group will facilitate the renewal or locate other insurer upon the expiry of the agreement.
Over-reliance on suppliers in supplying the car spare parts and accessories.	The Group does not manufacture any spare parts and accessories which we use and distribute. We purchase all spare parts and accessories from our suppliers. As such, if our suppliers significantly increase the prices of the products we require or terminate any rebate arrangement with us, we may not be able to find comparable alternative suppliers in a timely manner with similar price point. Moreover, shortages or delays in the supply of passenger car spare parts, accessories and consumables to the extent that we cannot procure them on acceptable terms from other sources in time will adversely affect our sales, profitability and customer relations. In addition, if there is any defect in such products, this may damage our reputation or the reputation of a particular supplier, and/or cause a disruption in supply. All of which may adversely affect our business and operations.	The Group engages with multiple suppliers to ensure that if one supplier channel is down, we will have other suppliers to purchase similar parts from. In addition, the Group engages in reviewing our suppliers at least once a year based on their price competitiveness, quality assurance, responsiveness and credibility.

Management Discussion and Analysis

EXPOSURE TO CURRENCY RISK

The Group's income and expenditure during the year ended 31 December 2020 were principally denominated in Singapore dollar and Chinese Yuan, and most of the assets and liabilities as at 31 December 2020 were denominated in Singapore dollar. The Group did not experience any material impact or difficulties in liquidity on its operations resulting from the fluctuation in exchange rate, and no hedging transaction or forward contract arrangement was made by the Group during the year ended 31 December 2020.

EXPOSURE TO CREDIT RISK

The Group's credit risk is primarily attributable to its trade and other receivables and bank balances as set out in Note 19 and 20 respectively to the consolidated financial statements.

The Group has a credit policy in place and the exposure to these credit risks is monitored on an ongoing basis. To minimise the credit risk, the Group has delegated teams responsible for determination of credit limits, credit approvals and monitoring procedures on credit quality of trade receivables and credit history of debtors. The Group may grant credit terms to its customers subject to detailed assessment of their background and payment history.

In addition, before accepting any customer requests for credit terms, our operation team will assess the potential customers' credit quality and define credit limits for them. Credit limits attributable to customers and credit terms granted to customers are reviewed regularly by our chief operating officer on an ongoing basis. Our operation team will evaluate customers' validity through ACRA Portal for customer's company details, including length of incorporation, activity status and bankruptcy record, paid-up share capital amount and annual filing records. The credit period granted to our customers was between 30 days to 90 days during the year ended 31 December 2020. We maintain strict control over our outstanding receivables to minimise credit risk. The Group typically does not require any collateral as security.

The Group applies the simplified approach to providing for expected credit losses ("**ECLs**") prescribed by HKFRS 9, which permits the use of lifetime expected credit losses provision for all trade receivables. To measure the ECLs, trade receivables are grouped based on shared credit risk characteristics and the days past due. Expected loss rate of current trade receivables is assessed to be 0.2% (2019: 0.1%). The ECLs for trade receivables past due within 90 days is assessed to be 2% (2019: 1%) and within 180 days is assessed to be 3% (2019: 2%). For the trade receivables over 180 days and within 365 days, the ECLs is assessed to be 7% (2019: 6%) and over 365 days is assessed to be 13% (2019: 12%). The directors of the Company assessed and measured ECLs based on reasonable and supportable information that is available without undue cost or effort about past events, current conditions and forecasts of future economic conditions as at 31 December 2020 and 2019. The directors assessed the risk or probability that a credit loss will occur by grouping different debtors of similar risk characteristics and taking into consideration the history of default that the amount of irrecoverable debts remained minimal and did not fluctuate significantly as at 31 December 2020 and 2019.

The movement of loss allowance for these balances as at 31 December 2020 and 2019 is set out in Note 19.

Management Discussion and Analysis

EXPOSURE TO LIQUIDITY RISK

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is set out in Note 32 to the consolidated financial statements.

EXPOSURE TO INTEREST RATE RISK

The Group's exposure to interest rate risk arises from bank borrowings and lease liabilities. These deposits and the borrowing bear interests at variable rates varied with the then prevailing market condition. Except as stated above, the Group has no other interest bearing assets and liabilities as at 31 December 2020, its income and operating cash flows are substantially independent of changes in variable interest rates.

SHARE CAPITAL

As at 31 December 2020, the Company's issued share capital was HK$8,500,000 and the number of its issued ordinary Shares was 850,000,000.

CAPITAL COMMITMENTS

As at 31 December 2020, the Group has no capital commitments contracted but not provided for (2019: SGD1.5 million).

SEGMENT INFORMATION

An analysis of the Group's revenue from operations and by geographical locations of customers is set out in Note 6 of the consolidated financial statements.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in the Prospectus, the Group does not have other plans for material investments and capital assets.

Management Discussion and Analysis

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in Note 17 to the consolidated financial statements, during the year, the Group did not have any significant investment, material acquisitions or disposals of subsidiaries and affiliated companies.

CONTINGENT LIABILITIES

As at 31 December 2020, the Group did not have any significant contingent liabilities or outstanding guarantees in respect of payment obligations to any third parties.

CHARGE ON GROUP'S ASSETS

As at 31 December 2020, the Group's bank borrowings were secured by a corporate guarantee from the Company; lease liabilities of motor vehicles were secured by a corporate guarantee from the Company and the underlying assets.

HUMAN RESOURCES

As at 31 December 2020, the Group had 96 employees (2019: 108 employees) with total staff cost of approximately SGD4.2 million incurred for the year ended 31 December 2020 (2019: SGD5.6 million). As required by the applicable laws and regulations, the Group participates in the Central Provident Fund prescribed by the Central Provident Fund Act (Chapter 36 of the laws of Singapore) and have made the relevant contributions in accordance with the aforesaid laws and regulations. Save as the aforesaid, we have not participated in any other pension scheme(s). The Group's remuneration policy rewards employees and Directors based on individual performance, demonstrated capabilities, involvement, market comparable information and the performance of the Group. The Group improves the professional skills and management level of its employees through internal and external training. To ensure that the Group attracts and retains competent staff, remuneration packages are reviewed on a regular basis. Performance bonuses are offered to qualified employees based on individual and the Group's performance. We did not experience any material labour disputes during the year ended 31 December 2020.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: nil).

Management Discussion and Analysis

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The following is a comparison of the Group's business objectives as set out in the Prospectus with the Group's actual business progress for the period from the Listing Date up to 31 December 2020:

Business Objectives up to 31 December 2020 as set out in the Prospectus	Actual implementation plan up to 31 December 2020
Expanding servicing capacity	In view of the impact of the COVID-19 pandemic on the economy of Singapore, the Directors have suspended the plans for expanding the servicing capacity.
Strengthening service capabilities and operating efficiencies	Due to the delay in setting up of the new service centre, the planned recruitment of employees for the new service centre has been suspended. The Group will continue to retain sufficient experienced employees and identify talented candidate to improve the value of the Group's human resources. In addition, the Group has suspended its plans related to its bulk purchasing strategy. The upgrading of information technology and equipment were limited to expenditure on critical equipment and software to ensure smooth running of the operations.
Brand building through strengthening relationships with existing customers and expanding customer base	During the period under review, the Group has continued to expand the fleet servicing programme, however most of its brand building programs or activities were suspended due to COVID-19.

Principal risks and uncertainties in achieving our business strategies

During the year ended 31 December 2020, the Group faced certain risks and uncertainties in achieving our business strategies in accordance with the use of proceeds plan as set out in the Prospectus as follows:

(1) The Group may fail to expand its customer base or find suitable locations to achieve our expansion plans;

(2) When achieving our business plans, timing is of the essence. The Group may fail to grasp the business trend to determine the optimal time to hit the market; and

(3) In an increasingly volatile and complex business environment, the Group may face change of consumer behavior and high competition when we launch our business plan.

In order to alleviate the above risks and uncertainties in achieving our business strategies, we will ensure that our business plans are as resilient as possible to meet these challenges based on the then market conditions. We will carefully look at the business trends as well to determine if there is a strong entrepreneurial environment for us to lean on.

The Directors regularly evaluate the Group's business objective and may change or modify plans against the changing market conditions to ascertain the business growth of the Group. Accordingly, we will make further announcement as and when necessary if there is any such change or modification of plans.

USE OF PROCEEDS

The Shares were listed on GEM of the Stock Exchange on 11 October 2019 by way of Share Offer. The actual net proceeds from the Share Offer, after deduction of the professional fees, underwriting commissions and other fees payable by the Company in connection with the listing, were approximately HK$13.2 million (the "**Net Proceeds**"). As disclosed in the announcement of the Company dated 4 May 2020, the Board has been monitoring the development of the COVID-19 outbreak from time to time to determine the most effective and efficient use of the Net Proceeds and resolved to change the use of Net Proceeds from the Share Offer. For details, please refer to the announcement issued by the Company dated 4 May 2020.

As at 31 December 2020, the unutilised Net Proceeds of approximately HK$1.1 million (the "**Unutilised Net Proceeds**") were deposited into the Group's bank accounts, which are intended to be utilised in the manner as disclosed in the announcement of the Company dated 4 May 2020. Details of the use of the Net Proceeds and the expected timeline for the intended use of the Unutilised Net Proceeds are as follows:

Use of the Net Proceeds	Original allocation (HK$ million)	Revised allocation of Net Proceeds as at 4 May 2020 (HK$ million)	Utilised Net Proceeds up to 31 December 2019 (HK$ million)	Utilised Net Proceeds during FY2020 (HK$ million)	Unutilised Net Proceeds up to 31 December 2020 (HK$ million)	Expected timeline for the intended use
Expanding servicing capacity	5.5	–	–	–	–	–
Grow rental fleet	3.9	1.8	–	1.8	–	–
Strengthen service capabilities and operating efficiencies	2.3	2.3	–	1.4	0.9	1 January 2021 to 30 June 2021
Brand building	0.2	0.2	–	–	0.2	1 January 2021 to 30 June 2021
General working capital	1.3	8.9	–	8.9	–	–
	13.2	**13.2**	–	**12.1**	**1.1**	

The expected timeline for utilising of the unutilised proceeds is based on the Directors' best estimation without barring unforeseen circumstances, and would be subject to change based on the development of market conditions. The Company will continue to evaluate the plans for use of the Unutilised Net Proceeds and may revise or modify such plans where necessary against the changing market conditions to suit the business growth of the Group.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Ang Lay Keong (Hong Liqiang) ("**Mr. Ang**"), aged 49, was appointed as the chairman and an executive Director and chief executive officer on 14 March 2018. He is primarily responsible for the overall business development and strategic planning of our Group and overseeing the performance and management of our Group. Mr. Ang is also one of our controlling shareholders and a member of the nomination committee of the Company (the "**Nomination Committee**"). He has about 26 years of experience in the automobile industry. Mr. Ang worked in Lim Tan Motor Pte. Ltd., a company whose principal business was automotive workshop, from July 1994 to June 2012 with the last position as a director and was responsible for managing the day-to-day operation of the car repair business. Mr. Ang founded Optima Werkz Pte. Ltd. ("**Optima Werkz**") in May 2012 and has been a director and the chief executive officer of Optima Werkz since 18 May 2012 and 21 June 2012 respectively. Mr. Ang has also been appointed as a director of Optima De Auto Pte. Ltd. ("**Optima De Auto**") and Optima Carz Pte. Ltd. ("**Optima Carz**") since 22 August 2013 and 24 October 2014 respectively. Mr. Ang was a director of Optima Werkz Myanmar Holdings Pte. Ltd. from July 2017 to December 2017.

Mr. Ang completed a one year full-time pre-vocational training course in the Vocational and Industrial Training Board in Singapore and was awarded a certificate in November 1986. He obtained a national trade certificate grade three in maintenance fitting (practical and theory parts) from the Vocational and Industrial Training Board in Singapore in March 1989.

Mr. Ang is the spouse of Ms. Lim Li Ling (Lin Liling), an executive Director.

Ms. Lim Li Ling (Lin Liling) ("**Ms. LL Lim**"), aged 47, was appointed as an executive Director on 27 June 2018. She joined our Group in June 2012. She is primarily responsible for human resources and administrative management of our Group. Before joining our Group, Ms. LL Lim served as the director of Lim Tan Motor Pte Ltd from January 1991 to May 2012 and was responsible for administrative duties. She has been working in Optima Werkz as the administrative director since June 2012 and has been responsible for overseeing administrative matters. Ms. LL Lim has also been appointed as the director of Optima Werkz International Pte. Ltd. since 23 September 2015. Ms. LL Lim obtained Singapore-Cambridge General Certificate of Education Normal (Academic) Level Examination in 1990 and Singapore-Cambridge General Certificate of Education (Ordinary Level) Examination in 1991.

Ms. Lim is the spouse of Mr. Ang.

Biographical Details of Directors and Senior Management

Mr. Goh Duo Tzer (Wu Duoze) ("**Mr. Goh**"), aged 48, was appointed as an executive Director on 28 February 2020. He is the chief operating officer of our Group. He is primarily responsible for the day-to-day management of the affairs and activities of our Group. He has about 18 years of experience in the automobile industry.

From September 2002 to March 2004, Mr. Goh worked as a service advisor in Lim Tan Motor Pte. Ltd. and as an account manager in the sales division in family car rental and had been responsible for individual and corporate rental sales of passenger and commercial vehicles for short and long-term rental. Mr. Goh worked as a business manager in the corporate rental sales division and as a workshop manager in the fleet maintenance division in C & P Rent-a-car Pte. Ltd. and C & P Automotive (Pte) Ltd. respectively from April 2004 to March 2006. Mr. Goh joined Royal Limousine Pte. Ltd. as a consultant from June 2006 to December 2007. Mr. Goh served as a consultant in Beemer Limousine from January 2008 to December 2010. Mr. Goh has been working in Optima Werkz as a senior manager since September 2016 and has been responsible for the day-to-day management of its affairs and activities.

Ms. Nie Li ("**Ms. Nie**"), aged 36, was appointed as an executive Director on 18 May 2020. Ms. Nie is the executive director of Hu Mao Sheng Tang Holdings Limited, a company incorporated in Hong Kong with limited liability, since March 2017. Ms. Nie completed a two-year course in tourism and hotel management and obtained her qualifications from Hunan Vocational College of Engineering*（湖南工程職業技術學院）in June 2015.

Ms. Lin Xiaojuan ("**Ms. Lin**"), aged 55, was appointed as an executive Director on 24 August 2020. Ms. Lin has served as a director of the board of directors, a member of the audit committee, and the chairperson of the compensation committee and the nominating and corporate governance committee of Senmiao Technology Limited (stock code: AIHS), a company listed on The NASDAQ Capital Market, since March 2018 till present. Since March 2011 till present, Ms. Lin has acted as the general manager and legal representative of Hunan Dingchentai Investment Co., Ltd.*（湖南鼎晨泰投資有限公司）. From April 2004 to February 2011, she served as the deputy general manager and chief financial officer of Hunan Xinhongxin Industrial Co., Ltd.*（湖南新泓信實業有限公司）, and the accounting officer and cost officer of Hunan Employment Training Service Co., Ltd.*（湖南就業培訓服務有限公司）from November 1986 to July 2000.

Ms. Lin graduated from the Department of Statistics of Hunan Finance and Economics Institute*（湖南財經學院）in October 1990, and completed the Chief Financial Officer Training Course of the School of Continuing Education of Peking University in October 2015. She obtained the qualification of gold trader issued by the Shanghai Gold Exchange in December 2008, the qualification of China Certified Tax Planner in November 2011, and subsequently the qualification of International Certified Senior Public Accountant issued by the Headquarters (China) American Certification Institute in January 2012.

Mr. Hu Wu'an ("**Mr. Hu**"), aged 47, was appointed as an executive Director on 6 January 2021. Mr. Hu is currently a director of Hunan Maliang Digital Technology Co., Ltd.*（湖南馬良數碼科技股份有限公司）since December 2017, a joint-stock company established in China with limited liability. In addition, Mr. Hu is currently an executive director and the general manager of Hunan Shangui Fuyuan Modern Agriculture Development Co., Ltd.*（湖南杉桂福苑現代農業發展有限公司）since September 2017, a limited liability company established in China and a member of the board of supervisors of Hunan Zhenpin Cultural Artworks Trading Co., Ltd.*（湖南臻品文化藝術品交易有限公司）since August 2017, a limited liability company established in China.

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chu Kin Ming ("**Mr. Chu**"), aged 40, was appointed as an independent non-executive Director on 18 September 2019. He is the chairman of the audit committee of the Company (the "**Audit Committee**") and a member of the remuneration committee of the Company (the "**Remuneration Committee**").

Mr. Chu has more than 16 years working experience in the accounting and company secretarial field. Mr. Chu served as a chief financial officer and company secretary of companies listed on the Stock Exchange. Mr. Chu is currently an independent non-executive director in SK Target Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8427) since June 2017, an independent non-executive director in Kelfred Holdings Limited, a company listed on the Stock Exchange (stock code: 1134) since June 2019, and an independent non-executive director in China Oil Gangran Energy Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8132) since February 2020 and and Milestone Builder Holdings Limited, a company listed on the Stock Exchange (stock code: 1667) since December 2020. Currently, Mr. Chu is the company secretary of Sino-Life Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8296) since June 2019.

Mr. Chu was admitted as a member of the Hong Kong Institute of Certified Public Accountants in July 2008. He was admitted to graduateship of the Institute of Chartered Secretaries and Administrators in February 2009 and was elected as an associate in April 2009. He was admitted as an associate of the Hong Kong Institute of Chartered Secretaries in April 2009. Mr. Chu was admitted as an associate of the Taxation Institute of Hong Kong in September 2010. He became a fellow member of The Association of Chartered Certified Accountants in December 2012.

Mr. Chu obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 2003.

Ms. Tan Meng Choon ("**Ms. MC Tan**"), aged 47, was appointed as an independent non-executive Director on 24 September 2020. Ms. MC Tan is a member of the Audit Committee, the chairlady of the Remuneration Committee and a member of the Nomination Committee. Ms. MC Tan has more than 25 years of commercial accounting and audit experience in Singapore, Malaysia and the United Kingdom. Ms. MC Tan is currently a director of Accfin Management Pte. Ltd. since September 2008; a director of Zenzii Pte. Ltd. since November 2013; and a director of Altfield Singapore Pte. Ltd. since February 2017. Ms. MC Tan worked as an audit assistant at Yeo & Associates, an accounting firm in Malaysia, from July 1995 to March 1998. From January 2000 to August 2004, Ms. MC Tan worked in K B Lee, an accounting firm in Singapore as an audit senior. From August 2004 to March 2005, Ms. MC Tan worked as a finance manager of China Haida Ltd (formerly known as Comat Industrial Ltd), a company listed on the Mainboard of the Singapore Exchange (stock code: SGX:C92).

Ms. MC Tan obtained a Diploma in Business Administration from RIMA College, Malaysia in 1995. Ms. MC Tan has been a member of the Institute of Singapore Chartered Accountants since July 2013. Ms. MC Tan has been an Accredited Tax Advisor of Singapore Institute of Accredited Tax Professionals since July 2015.

Biographical Details of Directors and Senior Management

Mr. Chang Li-Chung ("**Mr. Chang**"), aged 59, was appointed as an independent non-executive Director on 25 February 2021. He is a member of the Audit Committee, a member of the Remuneration Committee and the chairman of the Nomination Committee. Mr. Chang is currently the general manager of Yigoulian Trading (Shenzhen) Co., Ltd. *(易購鏈商貿(深圳)有限公司), a limited liability company established in China, since April 2020. He is also currently acting as the executive director of Changzhou Jintan Apollo Biological Products Co., Ltd. *(常州金壇阿波羅生物製品有限公司), a limited liability company established in China, since August 2003. Mr. Chang worked as general manager at HONGKONG BO EN INVESTMENT MANAGEMENT CO., LIMITED, a company incorporated in Hong Kong with limited liability, from November 2015 to December 2019. Mr. Chang graduated from the Republic of China Air Force Institute of Technology* (中華民國空軍航空技術學院) in 1978.

SENIOR MANAGEMENT

Ms. Tan Peck Luan (Chen Biluan) ("**Ms. Tan**"), aged 47, is the chief financial officer and joined our Group in December 2017. She is primarily responsible for overseeing the financial management, accounting operations, and regulatory compliance of our Group. She has about 27 years of experience in the fields of accounting and auditing.

Ms. Tan started her career as an assistant tax officer with the Inland Revenue Authority of Singapore from June 1993 to July 1994. From July 1994 to August 1996, Ms. Tan served as an accounts executive in Lingcotug Pte. Ltd. From November 1996 to May 2004, Ms. Tan worked at Deloitte & Touche, Singapore with her last position as an audit manager. Ms. Tan joined April Management Pte Ltd as a financial controller from January 2005 to March 2008. From April 2008 to August 2013, she was a freelance accountant who assisted the clients to set up accounting process, maintain accounts, prepare tax submission and forecast on project basis. Ms. Tan worked as an accounting and administrative manager at Talent Navigators Pte. Ltd. from August 2013 to April 2015. From April 2015 to February 2017, Ms. Tan served as a vice president of Pacific Star Development Pte Ltd and was responsible for overseeing financial reporting. From February 2017 to October 2017, Ms. Tan served as a financial controller of Pacific Star Development Limited, a company listed on the Singapore Exchange Securities Trading Limited with the principal business in real estate development. From September 2019 to February 2020, Ms. Tan was an executive Director. Since December 2017, Ms. Tan has been serving as a chief financial officer in the then group of Optima Werkz.

Ms. Tan graduated with a diploma in accountancy from Ngee Ann Polytechnic, Singapore, in August 1993. Ms. Tan was admitted as a non-practising member of the Institute of Certified Public Accountants of Singapore in June 2000, and has obtained a certificate issued by the Association of Chartered Certified Accountants to certify that she is a graduate of the association having passed the final examination in 1997. Ms. Tan was admitted as a member of the Institute of Singapore Chartered Accountants in July 2013.

Biographical Details of Directors and Senior Management

Mr. Lew Chuen Hui Rick, aged 43, is the operations manager of our Group. He is primarily responsible for assisting chief operating officer in day-to-day management of the affairs and activities of our Group. He has over 18 years of experience in the automobile industry. From April 2002 to September 2005, Mr. Lew worked in Motorway Credit Pte Ltd as a sales executive in the Mitsubishi Department. He worked in Mazda Motor (S) Pte Ltd as a sales consultant from October 2005 to July 2007. From September 2007 to July 2013, Mr. Lew worked in Georg Grotjahn (S) Pte Ltd as a senior sales executive. From August 2013 to August 2016, he has been working in Optima Werkz as an automotive service advisor and was responsible for customer service and sales operations. He was promoted to be the operations manager since September 2016 and has been primarily responsible for assisting chief operating officer in day-to-day management of the affairs and activities of Optima Werkz.

COMPANY SECRETARY

Mr. Chan Tsang Mo ("**Mr. Chan**"), aged 36, was appointed as a company secretary of our Company on 29 May 2018. Mr. Chan has about 13 years of experience in the area of accounting and financial management. Mr. Chan is currently the respective director of Morton Professional Services Limited and Synergy Morton Corporate Services Limited and is responsible for advising on company incorporation, business establishment and legal compliance. Currently, Mr. Chan is the company secretary of China International Development Corporation Limited (formerly known as Ascent International Holdings Limited), a company listed on the Stock Exchange (Stock code: 264) since February 2018 and China Oil Gangran Energy Group Holdings Limited, a company listed on the Stock Exchange (Stock code: 8132) since April 2020.

Mr. Chan worked as a financial controller in Wan Cheng Metal Packaging Company Limited, a company listed on GEM of the Stock Exchange of Hong Kong (Stock code: 8291) from May 2016 to October 2017. He worked as an accounting manager in Reignwood International Investment (Group) Co., Ltd from October 2013 to April 2016. Mr. Chan worked as a finance director in Ares Asia Limited, a company listed on the Stock Exchange of Hong Kong (Stock code: 645) from June 2014 to March 2016. He worked as a project manager in GC Management Services Company Limited from June 2013 to October 2013. Mr. Chan worked as a senior auditor in RSM Nelson Wheeler and BDO Limited from December 2009 to June 2011 and January 2008 to December 2009 respectively. He worked in Ronald Ng & Company Limited from June 2006 to January 2008 with his last position as an audit semi-senior.

Mr. Chan obtained a bachelor of business administration degree, majoring in accounting from City University of Hong Kong in November 2006. Mr. Chan is currently a practicing certified public accountant under the Hong Kong Institute of Certified Public Accountants.

Mr. Chan does not act as an individual employee of our Company, but as an external service provider in respect of the appointment of Mr. Chan as the company secretary of the Company. Pursuant to paragraph F.1.1 of the Corporate Governance Code (the "**CG Code**") and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules, an issuer can engage an external service provider as its company secretary, provided that the issuer should disclose the identity of a person with sufficient seniority at the issuer whom the external provider can contact. In this respect, the company has nominated Mr. Goh of the Company as its contact point for Mr. Chan.

Corporate Governance Report

The Board hereby presents this Corporate Governance Report in the Company's annual report for the year ended 31 December 2020.

CORPORATE GOVERNANCE PRACTICES

The Company considers the maintenance of a high standard of corporate governance important to the continuous growth of the Group. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business. The Company has complied the principles and code provisions as set out in CG Code as contained in Appendix 15 to the GEM Listing Rules.

As the Shares were listed on GEM of the Stock Exchange on the Listing Date, the Company has since then adopted and complied with, where applicable, the CG Code during the year ended 31 December 2020 up to the date of this annual report to ensure that the Group's business activities and decision making processes are regulated in a proper and prudent manner.

In the opinion of the Board, other than the deviation from code provision A.2.1 (as disclosed in the paragraph headed "A.3 Chairman and Chief Executive" below) and C.2.5, the Company complied with the provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules during the year ended 31 December 2020 up to the date of this annual report.

Under Code Provision C.2.5 of the CG Code, the Group should have an internal audit function. The Group conducted an annual review on the need for setting up an internal audit department. Given the Group's simple operating structure, instead of setting up an internal audit department, the annual review on the risk management and internal control systems of the Group has been conducted by a professional third party and reported to the members of the Audit Committee. The review covered material controls, including financial, operational and compliance controls and risk management functions of the Group. The Board is of the view that appropriate measures have been put in place to manage the risks and no major issue was raised for improvement during the review.

Key corporate governance principles and practices of the Company are summarised below.

A. THE BOARD

A.1 Responsibilities and Delegation

The Board is entrusted with the overall responsibility for promoting the success of the Company by providing effective leadership and direction to its business, and ensuring transparency and accountability of its operations. The Board reserves its decisions for all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control systems, risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, change of Directors, ad hoc projects and other significant financial and operational matters. The Board has the full support of the management to discharge its responsibilities.

Corporate Governance Report

The day to day management, administration and operation of the Company are delegated to the executive Directors and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers. All Directors have full and timely access to all relevant information of the Company, with a view to ensure that Board procedures and all applicable rules and regulations in the Cayman Islands and Hong Kong are followed. Each Director is normally able to seek independent advice in appropriate circumstances at the Company's expense, upon making request to the Board.

In addition, the Board has also delegated various responsibilities to the board committees of the Company. Further details of the board committees of the Company are set out below in this report.

The Board is also responsible for, among others, performing the corporate governance duties as set out in the code provision D.3.1 of the CG Code, which include:

– to develop and review the Group's policies and practices on corporate governance and make recommendations;

– to review and monitor the training and continuous professional development of the Directors and senior management;

– review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;

– to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and employees; and

– to review the Group's compliance with the CG Code and disclosure in the corporate governance report.

The Company has arranged appropriate liability insurance coverage for all the Directors, including company securities, employment practices, regulatory crisis event, investigation, litigation, tax liabilities and public relation, etc., which is to be reviewed by the Board on a regular basis.

The Board has delegated day-to-day operation responsibility to the management of the Company under the supervision of the executive Directors and various Board committees. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entering into by the foregoing officers and senior management.

A.2 Board Composition

The Board comprised the following Directors during the year ended 31 December 2020 and up to the date of this annual report:

Executive Directors
Mr. Ang (Chairman and Chief Executive Officer)
Ms. LL Lim
Ms. Tan (resigned with effect from 28 February 2020)
Mr. Goh (appointed with effect from 28 February 2020)
Ms. Nie ((appointed with effect from 18 May 2020)
Ms. Lin (appointed with effect from 24 August 2020)
Mr. Hu (appointed with effect from 6 January 2021)

Independent Non-executive Directors
Mr. Chu
Mr. Tang Chi Chiu ("**Mr. Tang**") (resigned with effect from 24 September 2020)
Ms. Liang Weizhang ("**Ms. Liang**") (resigned with effect from 18 May 2020)
Mr. Ong Kar Loon (Wang Jialun) ("**Mr. Ong**")
(appointed with effect from 18 May 2020, resigned with effect from 25 February 2021)
Ms. MC Tan (appointed with effect from 24 September 2020)
Mr. Chang (appointed with effect from 25 February 2021)

The Nomination Committee ensures the composition of the Board constitutes a balance of skills, experiences, qualifications and diversity of perspective appropriate to the requirements of the business and development of the Company. The current Board composition of three executive Directors and three independent non-executive Directors (the "**INEDs**") can effectively exercise independent judgment. The list of all Directors (by category) is set out under the section headed "Corporate Information" in this annual report and is also disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. The INEDs are expressly identified in all corporate communications of the Company. Except Mr. Ang and Ms. LL Lim are spouses, there is no relationship (including financial, business, family or other material or relevant relationships) between the Board members, and in particular, between the Chairman and the chief executive.

During the year ended 31 December 2020, the Board has at all times met the requirements of the GEM Listing Rules relating to the appointment of at least three INEDs with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise as required under the GEM Listing Rules.

The participation of INEDs in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group's strategies, performance, conflicts of interests and management process to ensure that the interests of all Shareholders have been duly considered. Each of the INEDs has confirmed in writing his/her independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules and the Board considers that all the INEDs are independent.

There is a balance of skills and experience for the Board, which is appropriate for the requirements of the business of the Company. The Directors' biographical information is set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report.

Save as elsewhere disclosed in this annual report, the Board members has no financial, business, family or other material/relevant relationships with each other.

The list of current Directors (by category) is also disclosed in this annual report and all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. The Company also maintains on its website (www.ow.sg) and on the GEM's website (www.hkgem.com) an updated list of current Directors (by category) identifying their roles and functions.

The Company has received a written annual confirmation from each of the INEDs of his/her independence pursuant to the requirements of the GEM Listing Rules. The Company considers all INEDs to be independent in accordance with the independence guidelines set out in the GEM Listing Rules.

A.3 Chairman and Chief Executive

The Company had complied with the code provisions in the CG Code.

Mr. Ang is the Chairman and Chief Executive Officer and is responsible for major decision-making and implementation of business strategies of the Group. The Chairman also takes the lead to ensure that the Board works effectively and acts in the best interest of the Company by encouraging the Directors to make active contributions to Board's affairs and promoting a culture of openness and debate.

Code Deviation

Pursuant to code provision A.2.1 of 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. Ang is currently performing these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring the consistent leadership within the Group and enabling 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.

A.4 Appointment and Re-election of Directors

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three (3) years unless terminated by either party by giving at least three months' written notice to the other. Each of the INEDs has respectively entered into a letter of appointment with the Company for an initial term of three (3) years unless terminated by either party by giving at least three months' written notice to the other.

At each annual general meeting (the "**AGM**") of the Company, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself/herself for re-election.

Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. There are no provisions relating to retirement of Directors upon reaching any age limit.

Pursuant to the aforesaid provisions of the articles of association of the Company (the "**Articles of Association**"), one-third of the Company shall retire at the AGM and, being eligible, will offer themselves for re-election at the meeting. The Company's circular, sent together with this report, contains detailed information of all retiring Directors pursuant to the GEM Listing Rules.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Articles of Association. The Company has established a Nomination Committee and its primary functions are to make recommendations to the Board regarding candidates to fill vacancies on the Board and policies/practices on corporate governance of the Group. Details of the Nomination Committee and its work performed are set out in the "Board Committees" section below.

A.5 Induction and Continuous Professional Development for Directors

Pursuant to Code Provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills as to ensure that their contribution to the Board remains informed and relevant.

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the Group structure, Board and Board Committees meetings procedures, business, management and operations of the Company, etc. and that he/she is fully aware of his/her responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements in the Cayman Islands and Hong Kong. During the year, all the Directors participated in the induction program regarding directors' responsibilities and obligations under the GEM Listing Rules conducted by the Company's legal adviser, which covered, among other topics, the CG Code, GEM Listing Rules and directors' continuing obligations.

All Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities.

According to the records maintained by the Company, the Directors received the following training regarding roles, function and duties of a director of a listed company or professional skills in compliance with the new requirement of the CG Code on continuous professional development during the year ended 31 December 2020 up to the date of this annual report:

	Attending training seminars/ induction training/ Reading materials
Executive Directors	
Mr. Ang (Chairman and Chief Executive Officer)	✓
Ms. LL Lim	✓
Ms. Tan (resigned with effect from 28 February 2020)	✓
Mr. Goh (appointed with effect from 28 February 2020)	✓
Ms. Nie (appointed with effect from 18 May 2020)	✓
Ms. Lin (appointed with effect from 24 August 2020)	✓
Mr. Hu (appointed with effect from 6 January 2021)	✓
Independent Non-Executive Directors	
Mr. Chu	✓
Mr. Tang (resigned with effect from 24 September 2020)	✓
Ms. Liang (resigned with effect from 18 May 2020)	✓
Mr. Ong (appointed with effect from 18 May 2020, resigned with effect from 25 February 2021)	✓
Ms. MC Tan (appointed with effect from 24 September 2020)	✓
Mr. Chang (appointed with effect from 25 February 2021)	✓

Besides, the Company keeps circulating information and materials to develop and refresh Directors' knowledge and skills from time to time. All the information and materials are relevant to the Group's business, the economy, corporate governance, rules and regulations, accounting, financial or professional skills and/or directors' duties and responsibilities. There are also arrangements in place for providing continuing briefing and professional development to each Director. All Directors are encouraged to attend relevant training courses at the Company's expense. The Company Secretary is responsible for keeping records of training taken by each Director.

Corporate Governance Report

A.6 Board Meetings

A.6.1 Board Practices and Conduct of Meetings

Pursuant to Code Provision A.1.1 of the CG Code, the Board should meet regularly and Board meetings should be held at least four times a year for reviewing and approving financial statements, operating performance, budgets, rules and regulations, announcements and circulars issued by the Company and considering and approving the progress of the various on-going projects, the overall strategies and policies of the Company. Additional meetings would be arranged if and when required. Annual meeting schedules of each meeting of the Board and for the Audit Committee, Nomination Committee and Remuneration Committee of the Company (the "**Board Committees**") are normally made available to Directors and members in advance. Board members are provided with all agenda and adequate information for their review at least 14 days before the meetings. The Board and Board Committees members are supplied with comprehensive meeting papers and relevant materials within a reasonable period of time in advance of the intended meeting date (in any event no less than 3 days before the date of the meeting). All Directors and the Board Committees members are given opportunities to include matters in the agenda for regular Board and Board Committees meetings and/or their meetings, if required. To facilitate the decision-making process, the Directors and the Board Committees members are free to have access to the management for enquiries and to obtain further information, when required.

After the meeting, draft minutes are circulated to all Directors and Board Committees members for comments. Minutes of Board meetings and meetings of Board Committees are kept by the Company Secretary and are available for inspection by the Directors at all times.

Directors may participate in meetings either in person or through electronic means of communications. Directors are free to contribute and share their views at meetings and major decisions will only be taken after deliberation at Board meetings. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed will not be counted in the quorum of meeting and will abstain from voting on the relevant resolutions.

A.6.2 Directors' Attendance Records

The Board meets regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

During the year ended 31 December 2020 up to the date of this annual report, the Board convened 5 full Board meetings. The attendance of each Director is as follows:

	Number of meetings attended/eligible to attend			
	Board	Remuneration Committee	Audit Committee	Nomination Committee
Executive Directors				
Mr. Ang (Chairman and Chief Executive Officer)	5/5	N/A	N/A	1/1
Ms. LL Lim	5/5	N/A	N/A	N/A
Ms. Tan (resigned with effect from 28 February 2020)	N/A	N/A	N/A	N/A
Mr. Goh (appointed with effect from 28 February 2020)	5/5	N/A	N/A	N/A
Ms. Nie (appointed with effect from 18 May 2020)	4/4	N/A	N/A	N/A
Ms. Lin (appointed with effect from 24 August 2020)	2/2	N/A	N/A	N/A
Mr. Hu (appointed with effect from 6 January 2021)	0/1	N/A	N/A	N/A
Independent Non-Executive Directors				
Mr. Chu	5/5	1/1	4/4	N/A
Mr. Tang (resigned with effect from 24 September 2020)	3/3	N/A	2/2	N/A
Ms. Liang (resigned with effect from 18 May 2020)	1/1	N/A	1/1	N/A
Mr. Ong (appointed with effect from 18 May 2020, resigned with effect from 25 February 2021)	3/3	N/A	2/2	N/A
Ms. MC Tan (appointed with effect from 24 September 2020)	2/2	1/1	2/2	1/1
Mr. Chang (appointed with effect from 25 February 2021)	1/1	1/1	1/1	1/1

Apart from the said meetings, matters requiring Board approval were arranged by means of circulation of written resolutions of all Board members.

In addition to regular Board meetings, under Code Provision A.2.7 of the CG Code, the chairman should at least annually hold meetings with the independent non-executive Directors without the presence of other Directors (the "**Chairman and Independent non-executive Directors Meeting**"). During the year, one Chairman and Independent non-executive Directors Meeting was held.

All business transacted at the Board meetings and by written resolutions were-well documented. Minutes of the Board meetings and written resolutions are kept by the Company and are available to all Directors.

B. BOARD COMMITTEES

The Board has established three Board Committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board Committees have been established with defined written terms of reference, which are posted on the GEM's website at www.hkgem.com and the Company's website at www.ow.sg. All the Board Committees should report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board Committees follow in line with, so far as practicable, those of the Board meetings set out above.

All Board Committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

B.1 Remuneration Committee

The Company established the Remuneration Committee pursuant to a resolution of passed on 18 September 2019 in compliance with Rule 5.34 of the GEM Listing Rules with written terms of reference in compliance with the CG Code. The primary functions of the Remuneration Committee are to (i) make recommendation to the Board on the remuneration packages of the Directors and senior management of the Group, (ii) review performance based remuneration and (iii) ensure none of the Directors determine their own remuneration.

The Remuneration Committee consists of three independent non-executive Directors, namely, Mr. Chu, Ms. MC Tan and Mr. Chang. Ms. MC Tan currently serves as the chairlady of the Remuneration Committee.

Pursuant to the code provision B.1.5 of the CG Code, the remuneration of the members of the Board and the senior management by band for the year ended 31 December 2020 is set out below:

In the band of	Number of Individuals
Nil to HK$1,000,000	6
HK$1,000,001 to HK$2,000,000	1
Over HK$2,000,000	–

Details of the remuneration of each Director and the 5 individuals with the highest emoluments in the Group for the year ended 31 December 2020 are set out in Note 12 to the consolidated financial statements, respectively, contained in this annual report.

The members of the Remuneration Committee should meet at least once a year. During the year ended 31 December 2020 up to the date of this annual report, the individual attendance records of each Director at the meeting of the Remuneration Committee is set out on page 32 of this annual report.

Set out below is a summary of the work and related tasks performed by the Remuneration Committee during the period:

- reviewed the summary of remuneration package paid to each Directors and senior management of the Company;

- studied the current remuneration package, policy and structure of all Directors (including appointment(s), resignation(s) and retirement(s) during the year);

- proposed remuneration packages with reference to the duties and responsibilities of Directors, business performance and profitability of the Group and market conditions, the corporate objective and goal set by the Board and a report of salaries paid by the comparable companies to directors and senior management; and

- reviewed the procedures of remuneration policy, procedures and structure for fixing the remuneration packages.

B.2 Audit Committee

The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Chu, Ms. MC Tan and Mr. Chang. Mr. Chu currently serves as the chairman of the Audit Committee, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The primary duties of the Audit Committee are mainly to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The members of the Audit Committee should meet at least four times a year to consider quarterly report, interim report and annual report prepared by the Board and meet the external auditors at least once a year. During the year ended 31 December 2020 up to the date of this annual report, the individual attendance records of each Director at the meeting of the Audit Committee is set out on page 32 of this annual report.

Up to the date of this annual report, the Audit Committee met 4 times, of which 4 of the meetings was also with the presence of the senior management of the Company and performed the following major tasks:

– Review and discussion of the quarterly, interim and annual financial statements, results announcements and reports, the related accounting principles and practices adopted by the Group and the relevant audit findings;

– Review and discussion of the risk management and internal control system of the Group; and

– Discussion and recommendation of the re-appointment of external auditor.

During the year ended 31 December 2020, the fee paid/payable to auditor in respect of audit service and/or non-audit services provided by the auditor to the Group were as follows:

Nature of services	**2020** **SGD'000**	2019 SGD'000
Audit services	**78**	70
Initial public offering	**–**	285
Interim review	**–**	–

There is no disagreement between the Board and the Audit Committee regarding the re-appointment of external auditor.

B.3 Nomination Committee

The principal duties of the Nomination Committee are to (i) review the Board composition; (ii) develop and formulate relevant procedures for the nomination and appointment of directors; (iii) identify qualified individuals to become members of the Board; (iv) monitor the appointment and succession planning of directors; and (v) assess the independence of INEDs.

Up to the date of this annual report, the Nomination Committee met once and performed the following major tasks:

– Review and discussion of the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;

– Assessment of the independence of the existing INEDs;

– Recommendation on the re-appointment of retiring Directors at the AGM pursuant to the Articles of Association;

– Review and development of the Company's policies and practices on corporate governance and make recommendations to the board;

– Review and monitoring of the training and continuous professional development of directors and senior management;

– Review and monitoring of the Company's policies and practices on compliance with legal and regulatory requirements;

– Review and monitoring of the code of conduct applicable to employees and directors; and

– Review of the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Nomination Committee consists of one executive Director, and two independent non-executive Directors, namely Mr. Ang, Mr. Chang and Ms. MC Tan. Mr. Chang currently serves as the chairman of the Nomination Committee.

The Board recognises the importance of its diversity in relation to its business, and adopted on 18 September 2019 a board diversity policy (the "**Board Diversity Policy**"). The Board Diversity Policy sets out the approach to achieve diversity on the Board, the summary of which is set out below:

– The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance;

– In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to skills, regional and industry experience, background, race, gender and other qualities; and

– All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The members of the Nomination Committee should meet at least once a year where appointment of the Directors will be considered. During the year ended 31 December 2020 up to the date of this annual report, the individual attendance records of the each Nomination Committees at the meeting of the Nomination Committee is set out on page 32 of this annual report.

The ultimate decision of Board appointment will be based on reputation and contribution that the selected candidates will bring to the Board. The Nomination Committee will review the Board Diversity Policy on a regular basis and discuss any revisions that might be required, and recommend to the Board for consideration and approval.

C. COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Orient Capital (Hong Kong) Limited ("**Orient Capital**") as its compliance adviser. Pursuant to Rule 6A.23 of the GEM Listing Rules, the Company will consult with and, if necessary, seek advice from its compliance adviser on a timely basis in the following circumstances:

– before the publication of any regulatory announcement, circular or financial report;

– where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;

– where the Company proposes to use the proceeds of the initial public offering in a manner different from that detailed in the prospectus or where the business activities, developments or results of the Company deviate from any forecast, estimate or other information in the Prospectus; and

– where the Stock Exchange makes an inquiry of the Company under Rule 17.11 of the GEM Listing Rules.

The term of appointment of the compliance adviser of the Company shall commence on the Listing Date and end on the date on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of the financial results for the second full financial year commencing after the Listing Date or until the agreement is terminated, whichever is earlier.

D. COMPANY SECRETARY

The Company Secretary supports the Board by ensuring good information flow within the Board and that the Board policy and procedures are followed. The Company Secretary is responsible for advising the Board on the corporate governance matters and facilitating induction and professional development of the Directors. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws, rules and regulations, are followed.

Mr. Chan Tsang Mo was appointed as the Company Secretary on 29 May 2018. For details of Mr. Chan Tsang Mo's qualifications, please refer to the section headed "Biographical Details of Directors and Senior Management" of this report. Mr. Chan Tsang Mo's primary contact person in the Company is Mr. Goh, executive Director and chief operating officer of the Company. Mr. Chan Tsang Mo has complied with all the required qualifications, experiences and training requirements under the GEM Listing Rules. For the year ended 31 December 2020, Mr. Chan Tsang Mo complied with the GEM Listing Rules by taking not less than 15 hours of relevant professional training.

E. COMPLIANCE OFFICER

Ms. Tan, a previous executive Director, was the compliance officer of the Company until 28 February 2020. On 28 February 2020, Ms. Tan resigned as an executive Director and ceased to be the compliance officer of the Company.

Mr. Goh was appointed as an executive Director and the compliance officer of the Company with effect from 28 February 2020.

For details of Ms. Tan and Mr. Goh's background and experience, please refer to the section headed "Biographical Details of Directors and Senior Management" of this annual report.

F. DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group for the year ended 31 December 2020, which give a true and fair view of the state of affairs, results and cash flows of the Group and are in compliance with the relevant accounting standards and principles, applicable laws and disclosure provisions required of the GEM Listing Rules.

As at 31 December 2020, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern. Therefore the Directors continue to adopt the going concern approach in preparing the consolidated financial statements.

The responsibilities of the Group's external auditors, BDO Limited, on the Company's consolidated financial statements are set out in the Independent Auditor's Report on pages 60 to 65 of this Annual Report.

G. CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Directors will review the Group's corporate governance policies and compliance with the CG Code each financial year and comply with the "comply or explain" principle in the corporate governance report which will be included in the annual reports after the Listing.

H. DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code for dealing in securities of the Company by the Directors (the "**Required Standard of Dealings**"). Having made specific enquiry, all the Directors have confirmed that they have complied with the Required Standard during the year ended 31 December 2020 up to the date of this annual report.

In addition, the Company has also adopted provisions of the Required Standard of Dealings as written guidelines for relevant employees in respect of their dealings in the securities of the Company. Such relevant employees did and would abide by the provisions of the Required Standard. Besides, the Company has adopted internal control policy in relation to the disclosure of inside information of the Company (the "**Inside Information Policy**").

No incident of non-compliance of the Required Standard of Dealing and/or the Inside Information Policy by such relevant employees was noted by the Company during the year ended 31 December 2020 up to the date of this annual report.

I. RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has overall responsibility for the establishment, maintenance and review of the Group's internal control system to safeguard the assets of the Group and shareholder investments. The internal control system of the Group aims to facilitate effective and efficient operation which in turn minimises the risks to which the Group is exposed. The system can only provide reasonable but not absolute assurance against misstatement or losses.

The Board has conducted a review of the implemented system and procedures, covering financial, operational and legal compliance controls and risk management functions. The Directors consider that the Group has implemented appropriate procedures for safeguarding the Group's assets against unauthorised use or misappropriation, maintaining proper accounting records, segregation of duties and putting plans and routines into execution with appropriate authority and in compliance with the relevant laws and regulations.

The Audit Committee reviewed the internal control review report issued by the independent consultancy company and the Company's risk management and internal control systems in respect of the year ended 31 December 2020 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same.

The Group has yet to establish its internal audit function during the year ended 31 December 2020 as required under CG Code C.2.5. The Audit Committee and the Board, has considered the internal control review report prepared by an independent consultancy company in respect of any material control deficiencies identified during the course of the financial statement audit to form the basis to review the adequacy and effectiveness of the Group's risk management and internal control systems. The Audit Committee and the Board will continue to review the need for an internal audit function on an annual basis.

There is currently no internal audit function within the Group. The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the Directors will continue to review at least annually the need for an internal audit function.

The Group adopts a risk management framework which comprises the following processes:

– Identify significant risk in the Group's operation environment and evaluate the impacts of those risks on the Group's business;

– Develop necessary measures to manage those risks; and

– Monitor and review the effectiveness of such measures.

The Group formulated the policies and procedures of risk management and internal control as follows:

– The Group established an organizational structure with clear operating and reporting procedures, lines of responsibility and delegated authority;

– Each operating subsidiary maintains internal controls and procedures appropriate to its structure whilst complying with the Group's policies, standards and guidelines;

– Relevant executive Directors and senior management have been delegated with specific accountability for monitoring the performance of designated business operating units;

– A systematic review of the financial and business processes in order to provide management on the adequacy and effectiveness of internal controls. Where weaknesses are identified in the system of internal controls, management will evaluate and take necessary measures to ensure that improvements are implemented; and

– Code of ethics are established and adhered to by all employees to ensure high standards of conduct and ethical values in all business practices.

The Board reviewed that the risk management and internal control system adopted by the Group for the year ended 31 December 2020 and considered that it was effective.

J. PROCEDURES AND INTERNAL CONTROL FOR HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Board has approved and adopted the Inside Information Policy for the Company during the year ended 31 December 2020 for monitoring inside information to ensure compliance with the GEM Listing Rules and the Securities and Futures Ordinance. The procedures and internal controls for handling and dissemination of inside information as set out in the Inside Information Policy are summarised below:

Handling of Inside Information

1. Inside information shall be announced as soon as reasonably practicable after it becomes known to the Board and/or is the subject of a decision by the Board in accordance with the GEM Listing Rules. In cases where a decision by the Board is pending or in cases of incomplete negotiations, the Group shall implement the procedures set out in the Inside Information Policy to maintain the confidentiality of information. Until an announcement is made, the Directors should ensure that such information is kept strictly confidential. If the confidentiality cannot be maintained, an announcement shall be made as soon as practicable.

2. Each department shall keep inside information on transactions confidential. If there is a leakage of inside information, they shall inform the Directors and the Company Secretary immediately, so that remedial actions, including making an inside information announcement, can be taken at the earliest opportunity.

3. The Group's Finance Department shall keep track of the Group's threshold levels for disclosure pursuant to the size tests under the GEM Listing Rules, so that an announcement can be made as soon as practicable should a notifiable transaction arises.

Dissemination of Inside Information

Inside information is announced promptly through the websites of the GEM (www.hkgem.com) and the Company (www.ow.sg). The electronic publication system of the GEM is the first channel of dissemination of the Group's information before any other channel.

K. INVESTOR RELATIONS

The Board puts great emphasis on investor relationship in particular fair disclosure and comprehensive report of the Company's performance and activities.

Shareholders are encouraged to attend the general meetings of the Company and the Directors will make efforts to fully address any questions raised by the Shareholders at the AGM and the extraordinary general meetings (the "**EGM**") of the Company.

The forthcoming annual general meeting of the Company will be held on Monday, 11 May 2021 (the "**2021 AGM**"), the notice of which shall be sent to the Company's shareholders in accordance with the Articles of Association of the Company, the GEM Listing Rules and other applicable laws and regulations.

L. SHAREHOLDERS' RIGHTS

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch registrar and transfer office, namely, Tricor Investor Services Limited, whose contact details are stated in the section headed "Corporate Information" of this annual report.

Shareholders holding not less than one-tenth of the paid-up capital of the Company may deposit a requisition to convene an EGM and state the purpose therefore to the Board or the Company Secretary.

The Company has adopted Shareholders' Communications Policy with Shareholders and investors of the Company that provide ready, equal and timely access to understandable information about the Company. The Board welcomes Shareholders for their comments and/or enquiries about the Company. Shareholders may send their comments and/or enquiries to the Board by addressing them to the Company Secretary. Shareholders who wish to put forward proposal for the Company's consideration at the general meetings of the Company can send their proposal to the Company Secretary.

Pursuant to Articles of Association of the Company, if a Shareholder wishes to propose another person (the "**Candidate**") for election as a Director at a general meeting of the Company, the Shareholder should deposit a written notice of nomination and a written notice of consent signed by the Candidate to the principal place of business of the Company in Hong Kong during a period of at least seven days commencing the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days before the date of such general meeting. The relevant procedures are posted on the Company's website (www.ow.sg).

The Shareholders may at any time send their enquiries and concerns to the Board in writing. Contact details are as follows:

Address: Unit 601, 6/F, Ovest, 77 Wing Lok Street, Sheung Wan, Hong Kong

Shareholders' enquiries and concerns will be forwarded to the Board and/or relevant Board Committees of the Company, where appropriate, to answer the Shareholders' questions.

M. COMMUNICATION WITH SHAREHOLDERS

In order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company, the Company has established a number of channels for maintaining on-going dialogue with the Shareholders as follows:

(a) corporate communications such as annual reports, quarterly reports, interim reports and circulars are issued in printed form and are available on the GEM's website and the Company's website;

(b) periodic announcements are made through the Stock Exchange and published on the respective websites of the GEM of the Stock Exchange and the Company;

(c) corporate information is made available on the Company's website;

(d) AGM and EGM provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and

(e) the Company's share registrars serve the Shareholders in respect of share registration, dividend payment, change of Shareholders' particulars and related matters.

N. INSIDE INFORMATION

With respect to the procedures and internal controls for the handling and dissemination of price sensitive information, the Company is aware of its obligations under Part XIVA of the Securities and Futures Ordinance (the "**SFO**") and the GEM Listing Rules and has established the inside information/ price-sensitive information disclosure policy with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Future Commission.

O. CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2020, there was no amendment in the constitutional documents of the Company. The Articles of Association of the Company are available on the websites of GEM of the Stock Exchange and of the Company.

Directors' Report

The Board is pleased to present its annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020. The Shares were listed on GEM of the Stock Exchange on 11 October 2019.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the provision of a comprehensive range of after-market automotive services, with a focus on inspection, maintenance and repair services and also engaged in (i) offering short-term and long-term car rental services; and (ii) supplying passenger car spare parts, accessories and automotive equipment to customers in Singapore and overseas countries (i.e. Sri Lanka and Myanmar) and automobiles to customers in China.

BUSINESS REVIEW

The review of the business of the Group during the year and the discussion on the Group's future business development are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis", and the description of the principal risks and uncertainties facing the Group and key financial performance indicators are set out in the section headed "Management Discussion and Analysis". The financial risk management objectives and policies of the Group are set out in note 32 to the consolidated financial statements. No important event affecting the Group has occurred during the year ended 31 December 2020 up to the date of this annual report.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the five years is set out in the financial summary on page 140 of this report. This summary does not form part of the audited consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2020 and the financial position of the Company and of the Group at that date are set out in the consolidated financial statements on pages 66 to 139 of this annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020.

REVENUE

An analysis of the Group's revenue for the year ended 31 December 2020 is set out in note 7 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15(a) to the consolidated financial statements.

Directors' Report

SHARE CAPITAL

Details of the Company's share capital is set out in note 24 to the consolidated financial statements.

The Company's shares have been listed on the GEM of the Stock Exchange since 11 October 2019.

RESERVES

Details of movements in the reserves of the Company and the Group are set out in note 25 to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the significant related party transactions entered by the Group during the year ended 31 December 2020 are set out in note 30 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitute connected transactions that need to be disclosed under the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's 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.

DISTRIBUTABLE RESERVES

As at 31 December 2020, the Group's reserves available for distribution to owners comprising share premium account add accumulated losses, amounted to approximately SGD6.9 million.

DIVIDEND POLICY

The Company has adopted a dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate and sufficient cash reserves for meeting its working capital requirements and future growth as well as its Shareholder value. The Board has the full discretion to declare and distribute dividends to the Shareholders, and any final dividend for a financial year will be subject to Shareholders' approval. In proposing any dividend pay-out, the Board shall also take into account, among other things, the Group's financial results, financial position, cash flow situation, business conditions and strategies, current and future operations and earnings, capital requirements and expenditure plans, interests of Shareholders, prevailing economic environment, any restrictions on payment of dividends and any other factors the Board may consider relevant. Any payment of the dividend by the Company is also subject to any restrictions under all applicable laws and regulations.

Directors' Report

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2020, the revenue attributable to the Group's largest customer and five largest customers accounted for approximately 12.6% and 44.5% of the Group's total revenue, respectively.

None of the Directors or any of their close associates (as defined in GEM Listing Rules) or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) has any interest in the Group's five largest customers.

During the year ended 31 December 2020, the cost attributable to the Group's largest suppliers and five largest suppliers accounted for approximately 12.0% and 29.4% of the Group's total cost, respectively.

None of the Directors or any of their close associates (as defined in GEM Listing Rules) or shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) has any interest in the Group's five largest suppliers.

DIRECTORS

The Directors during the year and up to the date of this annual report were as follows:

Executive Directors
Mr. Ang (Chairman and Chief Executive Officer)
Ms. LL Lim
Ms. Tan (Resigned with effect from 28 February 2020)
Mr. Goh (Appointed with effect from 28 February 2020)
Ms. Nie ((appointed with effect from 18 May 2020)
Ms. Lin (appointed with effect from 24 August 2020)
Mr. Hu (appointed with effect from 6 January 2021)

Independent Non-executive Directors
Mr. Chu
Mr. Tang (resigned with effect from 24 September 2020)
Ms. Liang (resigned with effect from 18 May 2020)
Mr. Ong (appointed with effect from 18 May 2020, resigned with effect from 25 February 2021)
Ms. MC Tan (appointed with effect from 24 September 2020)
Mr. Chang (appointed with effect from 25 February 2021)

In accordance with the Articles of Association, at each AGM, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the annual general meeting. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical information of the Directors and senior management of the Group are set out on pages 21 to 25 under the section headed Biographical Details of Director and Senior Management of this report.

PERMITTED INDEMNITY PROVISION

Every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

As at 31 December 2020, the Company has taken out Directors' and officers' liabilities insurance which provides appropriate coverage for the Directors.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Ang and Ms. LL Lim, being the executive Directors, has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date. Mr. Goh, being the executive Director, has entered into a service agreement with the Company for an initial term of three years commencing from 28 February 2020. Ms. Nie, being the executive Director, has entered into a service agreement with the Company for an initial term of three years commencing from 18 May 2020. Ms. Lin, being the executive Director, has entered into a service agreement with the Company for an initial term of three years commencing from 24 August 2020. Mr. Hu, being the executive Director, has entered into a service agreement with the Company for an initial term of three years commencing from 6 January 2021. Each of the service contract shall continue unless and until it is terminated by either party giving not less than three months' prior notice in writing and is subject to termination provisions therein and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he/she shall vacate his/her office.

Each of Mr. Chu, Mr. Tang and Ms. Liang, being the independent non-executive Directors, has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter unless terminated by either party giving at least three months' prior notice in writing and is subject to termination provisions therein and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he/she shall vacate his/her office. Mr. Ong has entered into a letter of appointment with the Company for a term of three years commencing from 18 May 2020, Ms. MC Tan has entered into a letter of appointment with the Company for a term of three years commencing from 24 September 2020, Mr. Chang has entered into a letter of appointment with the Company for a term of three years commencing from 25 February 2021, which may be terminated by either party giving not less than three months' prior notice in writing and is subject to termination provisions therein and retirement and re-election in accordance with the Articles of Association, the GEM Listing Rules and any other applicable laws from time to time. Pursuant to the Articles of Association, Mr. Ong, Ms. MC Tan and Mr. Chang shall hold office only until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting.

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

EMOLUMENT POLICY

The remuneration of the Group's employees is determined based on a number of factors, including their qualifications, function, experience, work performance and local market conditions. The Group regularly reviews its compensation and benefit policies to ensure that the remuneration package offered remains competitive and in line with relevant labour regulations.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the directors of the Company and the five highest paid individuals of the Group are set out in note 12 to the consolidated financial statements, respectively. There has been no arrangement under which any Director has waived or agreed to waive any emoluments.

CONTRIBUTIONS TO THE RETIREMENT BENEFITS SCHEME

The Group participates in the Central Provident Fund prescribed by the Central Provident Fund Act (Chapter 36 of the laws of Singapore) and have made the relevant contributions in accordance with the aforesaid laws and regulations. Save as the aforesaid, the Group has not participated in any other pension scheme(s).

The relevant subsidiaries are required to contribute a specific percentage of the payroll costs to the Central Provident Fund. The only obligation of the Group with respect to the Central Provident Fund is to make the specified contributions. There are no forfeitures available to reduce company contributions from those employees who have left the company as they are fully entitled to their contributions upon leaving employment.

The total amounts contributed by the Group to the Central Provident Fund and cost charged to the profit or loss represents contributions payable to the Central Provident Fund by the Group at rates specified in the rules of the Central Provident Fund. Under the Central Provident Fund, the employees contribute 5% to 20% of their wages, while the group companies contribute 7.5% to 17% of the wages of their employees. The employers' and employees' contributions are subject to a cap of employees' monthly ordinary wages of SGD6,000 during the years ended 31 December 2020 and 2019.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

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

MANAGEMENT CONTRACTS

As at 31 December 2020, the Company did not enter into or have any management and administration contracts in respect of the whole or any principal business of the Company.

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

As at 31 December 2020, the interests and short positions of the Directors and chief executive 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 SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:

Long Positions

		As at 31 December 2020	
Name of Director	**Capacity/Nature of Interest**	**Number of Shares held**	**Approximate percentage of Shareholding (1)**
Mr. Ang (2)	Interest in controlled corporation	378,798,000	44.56%
Ms. LL Lim (3)	Interest of spouse	378,798,000	44.56%
Mr. Hu Wu'an	Beneficial owner	7,880,000	0.93%

Notes:

(1) The percentage has been complied based on the total number of 850,000,000 Shares in issue as at the date of this report.

(2) This represents the Shares held by Red Link International Limited ("**Red Link**"), a company that is beneficially owned by Ms. Lim Fang Fang, Queenie (Lin Fangfang, Queenie) ("**Ms. FF Lim**") as to 54.70% and Mr. Ang as to 45.30%. Therefore, Mr. Ang and Ms. FF Lim are deemed to be interested in all the Shares held by Red Link under the SFO.

(3) Ms. LL Lim, one of the executive Directors, is the spouse of Mr. Ang, and is deemed to be interested in all the Shares held by Red Link in which Mr. Ang is deemed to be interested under the SFO.

Save as disclosed above, as at at 31 December 2020, none of the Directors or chief executive of the Company nor their associates have interests or short positions in any Shares or underlying Shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they are taken or deemed to have under such provisions of the SFO) or that are required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

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

As at 31 December 2020, so far as the Directors are aware, the persons/entities (other than Directors or chief executive of the Company) who have interests and short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company pursuant to the provisions in Divisions 2 and 3 of Part XV of the SFO or would be required to be entered in the register maintained by the Company pursuant to section 336 of the SFO are as follows:

Long Positions

		As at 31 December 2020	
Name	**Capacity/Nature of Interest**	**Number of Shares held**	**Approximate percentage of Shareholding** [(1)]
Red Link	Beneficial owner	378,798,000	44.56%
Ms. FF Lim [(2)]	Interest in a controlled corporation	378,798,000	44.56%
Mr. Ng Chee Keen [(3)]	Interest of spouse	378,798,000	44.56%
Mr. Chee Siew Wee	Beneficial owner	48,702,000	5.73%
Mr. Chong Soo Hoon, Sean	Beneficial owner	48,450,000	5.70%

Notes:

(1) The percentage has been complied based on the total number of 850,000,000 Shares in issue as at the date of this report.

(2) This represents the shares held by Red Link, a company that is beneficially owned Ms. FF Lim as to 54.70%. Therefore, Ms. FF Lim is deemed to be interested in all the Shares held by Red Link under the SFO.

(3) Mr. Ng Chee Keen is the spouse of Ms. FF Lim and is deemed to be interested in all the Shares held by Red Link in which Ms. FF Lim is deemed to be interested under the SFO.

Save as disclosed above, as at at 31 December 2020, the Directors are not aware of any other person (other than the Directors or chief executive of the Company as disclosed in the section headed "Directors' and chief executive's interests and short positions in Shares and underlying Shares and debentures of the Company and its associated corporations" above) who have or are deemed to have interests or short positions in the Shares, underlying Shares or debentures of the Company which have to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or are recorded in the register required to be kept by the Company under section 336 of the SFO.

Directors' Report

COMPETING INTERESTS

During the year ended 31 December 2020, none of the Directors or the controlling shareholders of the Company or their close associates (as defined in the GEM Listing Rules) was interested in any business which competes or may compete, either directly or indirectly, with the Group's business nor did they have any other conflicts of interest with the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2020 and up to the date of this report.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the paragraphs headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" and "Share Option Scheme" above, at no time during the year ended 31 December 2020 and up to the date of this report did the Directors and the chief executive of the Company or their respective associates (as defined under the GEM Listing Rules) have any interest in or exercise, or had been granted, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and/or its associated corporations (within the meaning of the SFO).

Save as disclosed above, at no time during the year ended 31 December 2020 was the Company or any of its subsidiaries, associated companies, fellow subsidiaries or holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate at any time during the year or at the end of the year ended 31 December 2020.

EQUITY-LINKED AGREEMENTS

Save as disclosed in this report, other than the share options granted pursuant to the Share Option Scheme (as defined below), no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year ended 31 December 2020.

RELATED PARTY TRANSACTIONS

During the year ended 31 December 2020, the Group entered into certain transactions with "related parties" as defined under the applicable accounting standards. Details of related party transactions of the Group during the year ended 31 December 2020 are set out in note 30 to the consolidated financial statements.

To the best knowledge of the Directors, none of these related party transactions constitute connected transactions that needed to be disclosed under the GEM Listing Rules.

SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme on 18 September 2019 (the "**Share Option Scheme**"). The principal terms of the Share Option Scheme were summarised in the paragraph headed "Statutory and General Information – 4. Share Option Scheme" in Appendix IV to the Prospectus. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

The Directors shall, in accordance with the provisions of the Share Option Scheme and the GEM Listing Rules, determine from time to time to make an offer of grant of option ("**Offer**") to any person belonging to the following classes of eligible participants ("**Eligible Participants**"):

(a) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of our Company, any of our subsidiaries or any entity ("**Invested Entity**") in which any member of our Group holds an equity interest;

(b) any non-executive directors (including independent non-executive directors) of our Company, any of our subsidiaries or any Invested Entity;

(c) any supplier of goods or services to any member of our Group or any Invested Entity;

(d) any customer of any member of our Group or any Invested Entity;

(e) any person or entity that provides research, development or other technological support to any member of our Group or any Invested Entity;

(f) any shareholder of any member of our Group or any Invested Entity or any holder of any securities issued by any member of our Group or any Invested Entity;

(g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of our Group or any Invested Entity; and

(h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of our Group;

and, for the purposes of the Share Option Scheme, the Offer may be made to any company wholly owned by one or more persons Eligible Participants.

Maximum number of the Shares

(a) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group must not in aggregate exceed 30% of the share capital of the Company in issue from time to time.

(b) The total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of the Group) to be granted under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 10% of the Shares in issue on the Listing Date, being 85,000,000 Shares ("**General Scheme Limit**").

(c) Subject to sub-paragraph (a) above but without prejudice to sub-paragraph (d) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of our Group must not exceed 10% of the Shares in issue as at the date of approval of the limit and, for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) previously granted under the Share Option Scheme and any other share option schemes of the Group will not be counted. The circular sent by the Company to the Shareholders shall contain, among other information, the information required under Rule 23.02(2)(d) of the GEM Listing Rules and the disclaimer required under Rule 23.02(4) of the GEM Listing Rules.

(d) Subject to sub-paragraph (a) above and without prejudice to sub-paragraph (c) above, the Company may seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the extended limit referred to in sub-paragraph (c) above to Eligible Participants specifically identified by the Company before such approval is sought. In such event, the Company must send a circular to the Shareholders containing a generic description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under Rule 23.02(2)(d) of the GEM Listing Rules and the disclaimer required under Rule 23.02(4) of the GEM Listing Rules.

The total number of Shares available for issue under the Share Option Scheme is 85,000,000 Shares, representing 10% of the issued Shares as at the date of this annual report.

Maximum entitlement of each Eligible Participants

The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option schemes of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of our Company for the time being. Where any further grant of options to a grantee under the Share Option Scheme would result in the Shares issued and to be issued upon exercise of all options granted and proposed to be granted (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option schemes of our Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1 per cent. of the Shares in issue, such further grant must be separately approved by the Shareholders in general meeting of the Company with such grantee and his/her associates abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the participant, the number and terms of the options to be granted (and options previously granted to such participant), the information required under Rule 23.02(2)(d) of the GEM Listing Rules and the disclaimer required under Rule 23.02(4) of the GEM Listing Rules. The number and terms (including the exercise price) of options to be granted must be fixed before the approval of the Shareholders and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 23.03(9) of the GEM Listing Rules.

Time of acceptance and exercise of option

An offer made to an Eligible Participant shall remain open for acceptance by the Eligible Participant concerned (and by no other person) for a period of up to twenty-one (21) days from the date on which the offer is made ("**Offer Date**").

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to the grantee, which may commence from the date of the offer for the grant of options is made but shall end in any event not later than 10 years from the Offer Date subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer for the grant of options to the grantee, a grantee is not required to hold an option for any minimum period before the exercise of an option granted to him/her.

Upon acceptance, the Eligible Participant shall remit HK$1.00 to the Company as consideration for the grant.

Subscription price for the Shares and consideration for the option

The subscription price for an option to subscribe for the Shares granted pursuant to the Share Option Scheme shall be at the discretion of the Directors and shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the Offer Date; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on 18 September 2019.

No share option has been granted since the adoption of the Share Option Scheme and there is no share option outstanding as at 31 December 2020.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions by Directors on terms as required by Rules 5.48 to 5.67 of the GEM Listing Rules ("**Required Standard of Dealings**"). The Company had made specific enquiries with written guidelines in relation to the Required Standard of Dealings to all Directors, all Directors have confirmed that they complied with the required standards set out in the Required Standard of Dealings during the year ended 31 December 2020 up to the date of this report.

CORPORATE GOVERNANCE PRACTICES

The Company considers the maintenance of a high standard of corporate governance important to the continuous growth of the Group. The Company's corporate governance practices are based on code provisions as set out in the CG Code as contained in Appendix 15 of the GEM Listing Rules. As the Shares were listed on the GEM of the Stock Exchange on 11 October 2019, other than the deviation from code provision A.2.1 and C.2.5, the Company has since then adopted and complied with, where applicable, the CG Code to ensure that the Group's business activities and decision-making processes are regulated in a proper and prudent manner.

During the year ended 31 December 2020 and up to the date of this report, other than the deviation from code provision A.2.1 and C.2.5 explained on pages 29 and 26 of this report respectively, the Company complied with the provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules.

Save as disclosed above, the Directors consider that during the year ended 31 December 2020 to the date of this report, the Company has applied the principles and complied with all the applicable code provisions set out in the CG Code.

INTEREST OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Orient Capital as our compliance adviser. Save for the compliance adviser service agreement entered into between the Company and Orient Capital dated 28 June 2018, none of Orient Capital or its directors, employees or associates (as defined in the GEM Listing Rules) had any interest in the Group as at 31 December 2020, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code.

The primary duties of the Audit Committee are to review the Company's financial information and oversee the Company's financial reporting system, risk management and internal control procedures. The full terms of reference setting out details of duties of the Audit Committee are in compliance with the CG Code and are available on the websites of the Stock Exchange and the Company.

The Audit Committee comprises of three independent non-executive Directors, namely Mr. Chu Kin Ming, Ms. Tan Meng Choon and Mr. Chang Li-Chung. The chairman is Mr. Chu Kin Ming, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The annual results of the Company for the year ended 31 December 2020 have been audited. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2020 and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

CLOSURE OF THE REGISTER OF MEMBERS

The forthcoming AGM is scheduled to be held on Tuesday, 11 May 2021. For determining the entitlement to attend and vote at the 2021 AGM, the register of members of the Company will be closed from Wednesday, 5 May 2021 to Tuesday, 11 May 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the 2021 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 4 May 2021.

SUFFICIENCY OF PUBLIC FLOAT

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

ENVIRONMENTAL POLICIES AND PERFORMANCES

The Company is committed to the sustainable development of the environment and our society. The Group has endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental policies to ensure the Company meet the required standards and ethics in respect of environmental protection.

During the year ended 31 December 2020, the Company was in compliance, in all material respects, with the relevant environmental laws and regulations.

Directors' Report

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors in writing and annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all the independent non-executive Directors to be independent.

CHANGE OF DIRECTORS

Appointment and Resignation of Directors

Ms. Tan Peck Luan (Chen Biluan) has resigned as an executive Director with effect from 28 February 2020 in order to devote more time to her personal affairs and other business commitments. Subsequent to her resignation, Ms. Tan has ceased to be the authorised representative and the compliance officer of the Company.

Mr. Goh Duo Tzer (Wu Duoze) has been appointed as an executive Director with effect from 28 February 2020, the authorised representative and the compliance officer of the Company.

Ms. Nie Li has been appointed as an executive Director with effect from 18 May 2020.

Ms. Lin Xiaojuan has been appointed as an executive Director with effect from 24 August 2020.

Mr. Hu Wu'an has been appointed as an executive Director with effect from 6 January 2021.

Ms. Liang Weizhang has resigned as an independent non-executive Director with effect from 18 May 2020.

Mr. Tang Chi Chiu has resigned as an independent non-executive Director with effect from 24 September 2020.

Ms. Tan Meng Choon has been appointed as an independent non-executive Director with effect from 24 September 2020.

Mr. Ong Kar Loon (Wang Jialun) has been appointed as an independent non-executive Director with effect from 18 May 2020 and resigned with effect from 25 February 2021.

Mr. Chang Li-Chung has been appointed as an independent non-executive Director with effect from 25 February 2021.

Directors' Report

INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2020 have been audited by the Company's independent auditor, BDO Limited, Certified Public Accountants, who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting. There has been no change of auditor of the Company during the year ended 31 December 2020.

EVENT AFTER REPORTING PERIOD

On 1 February 2021, there were news of the political developments in Myanmar, announcing the detention of Aung San Suu Kyi, the State Counsellor of Myanmar and the other leaders of the National League Democracy Party. Myanmar's military has also announced a one-year state of emergency during which the military would be taking over the affairs of Myanmar. It has further pledged to hold elections after one year and operate in line with existing laws.

The operation of OWMS a 35% owned associate of the Group which is in the business of repairs and maintenance of motor vehicles including installation of parts and accessories in Yangon, Myanmar, was disrupted due to the current political situation and recent declaration of martial law in some areas of Yangon on 14 March 2021. To ensure the safety of all staff, they are advised to work from home until the situation improves. Further information is required in order to ascertain the impact to the Group. The Group will continue to monitor the political developments in Myanmar and provide further updates when there are material developments.

On 15 March 2021, one of its subsidiaries in Singapore, Optima Werkz Pte Ltd ("**OW**") accepted the Letter of Offer from DBS Bank Ltd for bridging loan facilities for working capital purposes amounting to SGD3.5 million. The facilities are covered by the corporate guarantee from the Company. As at the date of this report, the Group has not drawn down the facilities.

Save as disclosed above, the Directors are not aware of any significant event which had material effect on the Group subsequent to 31 December 2020 and up to the date of this report.

By Order of the Board
Optima Automobile Group Holdings Limited
Ang Lay Keong (Hong Liqiang)
Chairman and Executive Director

Hong Kong, 25 March 2021

Independent Auditor's Report

Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話：+852 2218 8288
傳真：+852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF OPTIMA AUTOMOBILE GROUP HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Optima Automobile Group Holdings Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 66 to 139, which comprise the consolidated statement of financial position as at 31 December 2020, 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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis of opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. 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 the HKICPA's "Code of Ethics for Professional Accountants" (the "**Code**"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent Auditor’s Report

KEY AUDIT MATTERS

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

1. **Impairment assessment of right-of-use assets and property, plant and equipment**

   Refer to Notes 4(d), 4(e), 5(iii), 15(a) and 15(b) to the consolidated financial statements.

   As at 31 December 2020, the Group had right-of-use assets and property, plant and equipment with net carrying amount of SGD10,425,000 and SGD731,000 respectively, representing approximately 46% and 3% of the total assets of the Group respectively. Management has performed an impairment assessment exercise and an impairment of SGD162,000 on right-of-use assets and SGD8,000 on property, plant and equipment was recognised for the year ended 31 December 2020.

   We consider the impairment assessment of right-of-use assets and property, plant and equipment a key audit matter because of the significance of right-of-use assets and property, plant and equipment to the Group’s consolidated financial position and the assessment involves significant judgment and estimates of the management in calculating the recoverable amount.

   Our response:

   Our procedures in relation to the impairment assessment on the right-of-use assets and property, plant and equipment included:

   - evaluating the appropriateness of management’s judgment regarding identification of those items of the right-of-use assets and property, plant and equipment which may be impaired;

   - evaluating the calculation and relevance of information used to calculate the recoverable amount; and

   - considering the completeness and accuracy of the disclosure in relation to the impairment recognised.

2. Impairment assessment of trade receivables

Refer to Notes 4(g)(ii), 5(ii), 19 and 32(a) to the consolidated financial statements.

As at 31 December 2020, the gross amount of the Group's trade receivables was approximately SGD2,834,000, against which a loss allowance of SGD1,066,000 was made. The net carrying amount of SGD1,768,000 represented approximately 8% of the total assets of the Group.

The Group measures the loss allowance for trade receivables at an amount equals to lifetime expected credit losses ("**ECLs**"). The ECLs on trade receivables are estimated using a provision matrix by reference to past default experience of the debtors, current market condition in relation to each debtor's exposure. The ECLs also incorporate forward-looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle receivables.

We consider the impairment assessment of trade receivables a key audit matter because of the significance of trade receivables to the Group's consolidated financial position and the assessment involves significant judgment and estimates of the management in evaluating ECLs of the Group's trade receivables at the end of the reporting period.

Our response:

Our procedures in relation to the impairment assessment on trade receivables included:

- obtaining an understanding of the Group's procedures on how the Group estimates the loss allowance for trade receivables;
- challenging management's basis and judgment in determining expected credit loss allowances using historical loss rate and forward-looking information; and
- evaluating the presentation and disclosure regarding the impairment assessment of trade receivables.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include 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.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

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. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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

BDO Limited
Certified Public Accountants
Tsui Ka Che, Norman
Practising Certificate number: P05057

Hong Kong

25 March 2021

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2020

	Notes	2020 SGD'000	2019 SGD'000
Revenue	7	**22,297**	16,634
Other income and gains	8	**1,025**	389
Cost of materials used		**(12,793)**	(4,626)
Marketing and advertising expenses		**(293)**	(155)
Employee benefit expenses		**(4,221)**	(5,639)
Depreciation of property, plant and equipment		**(309)**	(332)
Impairment of right-of-use assets		**(162)**	(234)
Impairment of property, plant and equipment		**(8)**	–
Depreciation of right-of-use assets		**(2,610)**	(3,260)
Impairment of trade receivables		**(822)**	(351)
Finance costs	10	**(312)**	(376)
Listing expenses		**–**	(1,963)
Short-term lease expenses		**(207)**	(134)
Other expenses	9	**(2,231)**	(1,934)
Share of results of a joint venture, net of tax		**(143)**	–
Share of results of an associate, net of tax		**131**	–
Loss before income tax expense	9	**(658)**	(1,981)
Income tax expense	11	**(131)**	(176)
Loss for the year		**(789)**	(2,157)
Other comprehensive income, net of tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		**–#**	–
Share of other comprehensive income of a joint venture		**(10)**	–
Share of other comprehensive income of an associate		**5**	–
Other comprehensive income for the year, net of tax		**(5)**	–
Total comprehensive income for the year		**(794)**	(2,157)
Loss attributable to:			
Owners of the Company		**(789)**	(2,157)
Total comprehensive income attributable to:			
Owners of the Company		**(794)**	(2,157)
Losses per share			
– Basic and diluted (SGD cents)	14	**(0.09)**	(0.33)

Less than SGD1,000

Consolidated Statement of Financial Position

As at 31 December 2020

	Notes	**2020 SGD'000**	2019 SGD'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15(a)	**731**	404
Right-of-use assets	15(b)	**10,425**	10,740
Deposits	19	**194**	1,148
Interest in a joint venture	16	**58**	–
Interest in an associate	17	**2,642**	–
Total non-current assets		**14,050**	12,292
Current assets			
Inventories	18	**1,090**	1,004
Trade and other receivables	19	**4,093**	3,595
Cash and cash equivalents	20	**3,331**	6,343
Total current assets		**8,514**	10,942
Current liabilities			
Trade and other payables	21	**3,359**	2,638
Lease liabilities	15(b)	**3,504**	3,653
Bank borrowings	22	**174**	169
Current tax liabilities		**538**	689
Total current liabilities		**7,575**	7,149
Net current assets		**939**	3,793
Total assets less current liabilities		**14,989**	16,085
Non-current liabilities			
Lease liabilities	15(b)	**3,501**	3,613
Bank borrowings	22	**463**	641
Deferred tax liabilities	23	**97**	109
Total non-current liabilities		**4,061**	4,363
Net assets		**10,928**	11,722
EQUITY			
Share capital	24	**1,497**	1,497
Reserves	25	**9,431**	10,225
Total equity		**10,928**	11,722

Ang Lay Keong (Hong Liqiang)
Director

Goh Duo Tzer (Duoze)
Director

Consolidated Statement of Changes in Equity

For the Year Ended 31 December 2020

	Share capital SGD'000 (Note 24)	Share premium* SGD'000 (Note 25)	Merger reserve* SGD'000 (Note 25)	Other reserve* SGD'000 (Note 25)	Retained Earnings/ (Accumulated losses)* SGD'000	Foreign currency exchange reserve* SGD'000	Total SGD'000
Balance as at 1 January 2019	17	1,693	2,645	(103)	2,653	–	6,905
Loss and total comprehensive income for the year	–	–	–	–	(2,157)	–	(2,157)
Issue of shares upon initial public offering (Note 24(ii))	440	10,132	–	–	–	–	10,572
Transaction costs attributable to issue of new shares (Note 24(ii))	–	(3,598)	–	–	–	–	(3,598)
Capitalisation issue (Note 24(ii))	1,040	(1,040)	–	–	–	–	–
Balance as at 31 December 2019 and 1 January 2020	1,497	7,187	2,645	(103)	496	–	11,722
Loss for the year	–	–	–	–	(789)	–	(789)
Other comprehensive income:							
Exchange differences on translating foreign operations	–	–	–	–	–	–#	–#
Share of other comprehensive income of a joint venture	–	–	–	–	–	(10)	(10)
Share of other comprehensive income of an associate	–	–	–	–	–	5	5
Total other comprehensive income for the year	–	–	–	–	–	(5)	(5)
Balance as at 31 December 2020	1,497	7,187	2,645	(103)	(293)	(5)	10,928

Less than SGD1,000

* As at 31 December 2020, the total of these reserves amounted to SGD9,431,000 (31 December 2019: SGD10,225,000).

Consolidated Statement of Cash Flows

For the Year Ended 31 December 2020

	Note	2020 SGD'000	2019 SGD'000
Cash flows from operating activities			
Loss before income tax expense		**(658)**	(1,981)
Adjustments for:			
Depreciation of property, plant and equipment		**309**	332
Impairment of right-of-use assets		**162**	234
Impairment of property, plant and equipment		**8**	–
Depreciation of right-of-use assets		**2,610**	3,260
Write off of property, plant and equipment		**3**	–
Gain on disposal of property, plant and equipment		**(4)**	(115)
Loss on disposal of right-of-use assets		**12**	–
Effect of lease termination		**(32)**	–
Bad debts written off		**1**	17
Impairment of trade receivables		**822**	351
Reversal of impairment of trade receivables		**(42)**	(61)
Interest expenses		**312**	376
Share of results of a joint venture, net of tax		**143**	–
Share of results of an associate, net of tax		**(131)**	–
Operating profit before working capital changes		**3,515**	2,413
(Increase)/Decrease in inventories		**(86)**	10
(Increase)/Decrease in trade and other receivables		**(325)**	389
Increase/(Decrease) in trade and other payables		**308**	(1,364)
Cash generated from operations		**3,412**	1,448
Income taxes paid		**(294)**	(343)
Interest paid		**(24)**	(39)
Interest element of lease liabilities paid		**(282)**	(337)
Net cash generated from operating activities		**2,812**	729
Cash flows from investing activities			
Purchase of property, plant and equipment		**(486)**	(255)
Proceeds from disposal of property, plant and equipment		**21**	187
Proceeds from disposal of right-of-use assets		**164**	–
Purchase of right-of-use assets		**(211)**	(147)
Investment in a joint venture		**(211)**	–
Investment in an associate		**(2,506)**	–
Net cash used in investing activities		**(3,229)**	(215)

Consolidated Statement of Cash Flows

For the Year Ended 31 December 2020

	Note	2020 SGD'000	2019 SGD'000
Cash flows from financing activities	33		
Repayment of bank borrowings		**(173)**	(164)
Proceeds from issue of new shares		**–**	10,572
Transaction costs attributable to issue of new shares		**–**	(3,598)
Proceeds from short-term loan		**407**	–
Capital element of lease liabilities paid		**(2,829)**	(4,012)
Net cash (used in)/generated from financing activities		**(2,595)**	2,798
Net (decrease)/increase in cash and cash equivalents		**(3,012)**	3,312
Cash and cash equivalents at beginning of the year		**6,343**	3,031
Cash and cash equivalents at end of the year		**3,331**	6,343
Analysis of balances of cash and cash equivalents			
Cash at banks and on hand	20	**3,331**	6,343

Notes to the Consolidated Financial Statements

1. GENERAL INFORMATION

Optima Automobile Group Holdings Limited (the "**Company**") was incorporated as an exempted company with limited liability in the Cayman Islands on 14 March 2018. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. The principal place of business is located at 6 Kung Chong Road, Alexandra Industrial Estate, Singapore 159143. On 11 October 2019, the Company's shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The Company and its subsidiaries are together referred to as the Group hereinafter.

The principal activity of the Company is investment holding. The principal activity of the Group is provision of repair and maintenance of motor vehicles in Singapore. The particulars of the Company's subsidiaries are set out in Note 27. As at 31 December 2020, the immediate holding company of the Company was Red Link International Limited, a limited liability incorporated in the British Virgin Islands. The directors of the Company considered the ultimate holding company to be Red Link International Limited.

These consolidated financial statements were approved and authorised for issue by the board of directors on 25 March 2021.

2. BASIS OF PRESENTATION AND PREPARATION

(a) Basis of presentation

Pursuant to the reorganisation (the "**Reorganisation**") carried out by the Group as fully explained in the paragraph headed "Reorganisation" in the "History, Reorganisation and Corporate Structure" section to the Company's prospectus dated 27 September 2019 as published on the website of the Stock Exchange to rationalise the structure of the Group, the Company has become the holding company of the subsidiaries now comprising the Group.

The Group is regarded as a continuing entity resulting from the Reorganisation since the insertion of a new holding company at the top of Optima Werkz Pte. Ltd. has not resulted in any change in economic substance and the acquisition of equity interests on Optima De Auto Pte. Ltd. and Optima Werkz International Pte. Ltd. involves business combination under common control.

Upon the completion of the Reorganisation, the Company holds the entire equity interests, directly or indirectly, of companies comprising the Group. The consolidated financial statements of the Group for the years ended 31 December 2020 and 2019 has been prepared using the carrying amounts of the financial statements of the companies now comprising the Group.

2. BASIS OF PRESENTATION AND PREPARATION *(Continued)*

(a) Basis of presentation *(Continued)*

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for current and prior years include the results and cash flows of the companies now comprising the Group as if the current group structure, after the completion of the Reorganisation, had been in existence throughout the years, or since their respective dates of incorporation, whichever was shorter. The consolidated statement of financial position of the Group as at 31 December 2020 and 2019 have been prepared to present the state of the affairs of the Group as if the current group structure, after the completion of the Reorganisation, had been in existence as at the respective dates.

All significant intra-group transactions, balances and unrealised gains on transactions have been eliminated on consolidation.

(b) Basis of preparation

The consolidated financial statements has been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**"), which collective term includes all individual HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and related interpretations, issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

The consolidated financial statements are presented in Singapore dollars ("**SGD**"). Items included in the financial statements of each entity within the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the "**functional currency**"). The functional currency of the Company is SGD. The subsidiaries are operating in Singapore and SGD is used as the presentation currency of the Group.

The consolidated financial statements are prepared on the historical cost basis.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates and assumptions. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

3. ADOPTION OF HKFRSs

(a) Adoption of new or revised HKFRSs – effective from 1 January 2020

The HKICPA has issued a number of new or revised HKFRSs that are first effective for the current accounting period of the Group:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

Other than the amendments to HKFRS 3, none of these new or revised HKFRSs has a material impact on the Group's results and financial position for the current or prior period. The Group has not early applied any new or revised HKFRSs that is not yet effective for the current accounting period. Impact on the applications of these amended HKFRSs are summarised below.

(i) Amendments to HKFRS 3 – Definition of a Business

The amendments clarify the definition of a business and introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election to apply the concentration test is made for each transaction. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group or similar identifiable assets. If the concentration test is met, the set of activities and assets is determined not to be a business. If the concentration test is failed, the acquired set of activities and assets is further assessed based on the elements of a business.

The Group elected to apply the amendments prospectively to acquisitions for which the acquisition date is on or after 1 January 2020.

(ii) Amendments to HKAS 1 and HKAS 8 – Definition of Material

The amendments 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, or both. The amendments did not have any significant impact on the financial position and performance of the Group.

3. ADOPTION OF HKFRSs *(Continued)*

(a) Adoption of new or revised HKFRSs – effective from 1 January 2020 *(Continued)*

(iii) Amendments to HKFRS 9, HKAS 39 and HKAS 7 – Interest Rate Benchmark Reform

The amendments address issues affecting financial reporting in the period before the replacement of an existing interest rate benchmark with an alternative risk-free rate ("**RFR**"). The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the introduction of the alternative RFR. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.

(b) New or revised HKFRSs that have been issued but are not yet effective

The following new or revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 16	COVID-19-Related Rent Concessions[1]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[5]
Amendments to HKAS 16	Proceeds before Intended Use[3]
Amendments to HKAS 37	Onerous Contracts Cost of Fulfilling a Contract[4]
HKFRS 17	Insurance Contracts[5]
Amendments to HKFRS 3	Reference to be the Conceptual Framework[4]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[6]
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2[2]
Annual Improvements to HKFRSs	Annual Improvements to HKFRSs 2018-2020 Cycle[3]

1 Effective for annual periods beginning on or after 1 June 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 Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.

5 Effective for annual periods beginning on or after 1 January 2023.

6 The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

3. ADOPTION OF HKFRSs *(Continued)*

(b) New or revised HKFRSs that have been issued but are not yet effective *(Continued)*

(i) Amendments to HKFRS 16 – COVID-19-Related Rent Concessions

The amendments provide lessees with an exemption from the requirement to determine whether a COVID-19-related rent concession is a lease modification and require lessees that apply the exemption to account for COVID-19-related rent concessions as if they were not lease modifications. The criteria must be satisfied for a rent concession to qualify for the practical expedient.

(ii) Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

(iii) Amendments to HKAS 16 – Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

(iv) Amendments to HKAS 37 – Onerous Contracts – Cost of Fulfilling a Contract

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

3. ADOPTION OF HKFRSs *(Continued)*

(b) New or revised HKFRSs that have been issued but are not yet effective *(Continued)*

(v) HKFRS 17 – Insurance Contracts

The new standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes HKFRS 4 "Insurance Contracts". The standard outlines a 'General Model', which is modified for insurance contracts with direct participation features, described as the 'Variable Fee Approach'. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverage using the Premium Allocation Approach.

(vi) Amendments to HKFRS 3 – Reference to the Conceptual Framework

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

(vii) Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

3. ADOPTION OF HKFRSs *(Continued)*

(b) New or revised HKFRSs that have been issued but are not yet effective *(Continued)*

(viii) Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 – Interest Rate Benchmark Reform – Phase 2

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the "**Reform**"). The amendments complement those issued in November 2019 and related to (a) change to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedger accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

(ix) Annual Improvements to HKFRSs 2018-2020

The annual improvements amend a number of standards, including:

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.

- HKFRS 9, Financial Instruments, which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.

- HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

- HKAS 41, Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The directors of the Company anticipate that the application of these amendments may have an impact on the financial statements in future periods should such transaction arise.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation and subsidiaries

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure or rights to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, interests in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Associate

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

(c) Joint arrangements

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- Joint ventures: where the Group has rights to only the net assets of the joint arrangement; or

- Joint operations: where the Group has both the rights to assets and obligations for the liabilities of the joint agreement.

In assessing the classification of interests in joint arrangements, the Group considers:

- the structure of the joint arrangement;

- the legal form of joint arrangements structured through a separate vehicle;

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Joint arrangements *(Continued)*

- the contractual terms of the joint arrangement agreement; and
- any other facts and circumstances (including any other contractual arrangements).

The Group accounts for its interests in joint ventures in the same manner as investments in associates (i.e. using the equity method).

The Group accounts for its interests joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.

(d) Property, plant and equipment

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

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The estimated useful lives are as follows:

Computer	3 years
Furniture and fittings	3 years
Machine equipment	10 years
Motor vehicles	5 to 10 years
Office equipment	3 years
Leasehold improvements	Over the shorter of remaining life of the leases but not exceeding 3 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from the continued use of the asset.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Leases

The Group as a lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term of less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset is initially recognised at cost and would comprise:

(i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability);

(ii) any lease payments made at or before the commencement date, less any lease incentives received;

(iii) any initial direct costs incurred by the lessee; and

(iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Except for right-of-use asset that meets the definition of an investment property or a class of property, plant and equipment to which the Group applies the revaluation model, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. For right-of-use asset that meets the definition of an investment property, they are carried at fair value and for right-of-use asset that meets the definition of a leasehold land and buildings held for own use, they are carried at revalued amount.

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value. The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at revalued amount. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises it judgment and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Leases *(Continued)*

The Group as a lessee *(Continued)*

Lease liability

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

The following payments for the right-of-use of the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments:

(i) fixed lease payments less any lease incentives receivable;

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

(iii) amounts expected to be payable by the lessee under residual value guarantees;

(iv) exercise price of a purchase option, if the lessee is reasonably certain to exercise that option; and

(v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by:

(i) increasing the carrying amount to reflect interest on the lease liability;

(ii) reducing the carrying amount to reflect the lease payments made; and

(iii) remeasuring the carrying amount to reflect any reassessment or lease modification, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Leases *(Continued)*

The Group as a lessee *(Continued)*

Lease liability (Continued)

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for COVID-19-Related Rent Concessions applies, if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

The Group as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased assets to the lessee. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Short-term leases and leases of low-value assets

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(f) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in-first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(g) Financial instruments

(i) Financial assets

The Group classifies its financial assets in the following measurement categories: financial assets at fair value (either through other comprehensive income or through profit or loss); and financial assets at amortised cost. The classification is generally based on two criteria: the business model under which the financial asset is managed and the contractual cash flow characteristic of the financial asset. Investments in financial assets are recognised on the date the Group commits to purchase the investments. A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Amortised cost

Subsequent to initial recognition, financial assets that are held within a business model whose objective is to hold the financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Financial instruments *(Continued)*

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("**ECLs**") on the financial assets measured at amortised cost. The Group measures loss allowances at an amount equal to lifetime ECLs. For trade receivables, the Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which requires the use of the lifetime expected losses provision for all trade receivables.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

For trade receivables, lease receivables and contract assets, the Group applies a simplified approach to measure the loss allowance at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. For other debt financial assets, the Group measures the loss allowance either based on 12-month ECLs or lifetime ECLs, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of receivables has occurred since initial recognition, loss allowance is measured based on lifetime ECLs.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Financial instruments *(Continued)*

(ii) Impairment loss on financial assets *(Continued)*

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

Definition of default

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

– when there is a breach of financial covenants by the counterparty; or

– information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Credit-impaired financial assets

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

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

– significant financial difficulty of the borrower or issuer;

– a breach of contract such as a default or past due event;

– it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs in the consolidated statement of financial position

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Financial instruments *(Continued)*

(ii) Impairment loss on financial assets (Continued)

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(iii) Financial liabilities

The Group classifies its financial liabilities depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred, and are subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Financial instruments *(Continued)*

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired.

(vii) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 4(o)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in Note 4(g)(ii). Loss allowance for contract assets is measured at an amount equal to lifetime ECLs. ECLs on contract assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the customers and an assessment of both the current and forecast general economic conditions at the reporting date. Contract assets are reclassified to trade receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 4(o)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

(h) Cash and cash equivalents

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(i) Foreign currencies

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the "**functional currency**") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of each reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

(j) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short-term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees. Defined contribution retirement plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(l) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and investment in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

(m) Government grants

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(n) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(o) Revenue recognition

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

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation

The Group recognises revenue when (or as) a performance obligation is satisfied (i.e. when control of the goods or services underlying in particular performance obligation is transferred to customers).

Control of the goods or services may be transferred over time or at a point in time. Control of the goods or services is transferred over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(o) Revenue recognition *(Continued)*

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

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, 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 with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

The likelihood of the Group earning contractual bonuses for early completion or suffering contractual penalties for late completion are taken into account in making estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

(i) Service income from the provision of repair and maintenance of motor vehicles is recognised over time as the Group satisfies its performance obligation.

(ii) Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease (Note 4(e)).

(iii) Warranty income under the Group's own warranty programme is recognised as revenue over the warranty period on a straight-line basis. For the warranty programme entered into by a customer with an insurance company of which the Group is the designated service workshop, the warranty income is recognised over time as the Group satisfies its performance obligation.

(iv) Income from automotive supply business is recognised when the control of the goods is transferred to customers, being when the products are accepted by the customers. There was no unfulfilled obligation that could affect the customers' acceptance of the products. Fee income for licensing computer software inbuilt in the automotive equipment is recognised when the control of the goods is transferred to customers.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(p) Income taxes

Income taxes comprise current tax and deferred tax.

Current tax is based on profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of the reporting period.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

(q) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

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

(ii) has significant influence over the Group; or

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(q) Related parties *(Continued)*

(b) An entity is related to the Group if any of the following conditions apply:

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

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

(iii) Both entities are joint ventures of the same third party.

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

(v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.

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

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

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

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

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

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

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

(i) Useful lives of property, plant and equipment

The Group regularly reviews the estimated useful lives of property, plant and equipment based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment would increase the recorded depreciation and decrease the carrying amount of property, plant and equipment.

(ii) Impairment of trade and other receivables

Management determines impairment of trade and other receivables on a regular basis. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of its debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional impairment may be required. Further information on the impairment of trade and other receivables is included in Note 19.

(iii) Impairment of non-financial assets

The Group conducts impairment reviews of assets when events or changes in circumstances indicate that their carrying amounts may not be recoverable annually in accordance with relevant accounting policies. Impairment loss is recognised when the carrying amount of an asset is lower than the greater of the fair value less costs of disposal and value-in-use. In determining the value-in-use, management assesses the present value of the estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Estimates and judgments are applied in determining these future cash flows and the discount rate.

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

(iv) Determining the method to estimate variable consideration and assessing the constraint for the warranty income

Certain contracts for the warranty income include clauses that might affect the amount of warranty income recognised that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the warranty income, given the large number of warranty contracts that have similar characteristics.

Before including any amount of warranty income in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on historical experience, business forecast and the current economic environment, as well as the uncertainty being resolved within a short period of time.

(v) Critical judgments in allocating the transaction price

Some automotive equipment supply contracts include an inbuilt computer software with a specified value. Because these contracts include multiple performance obligations, the transaction price must be allocated to the performance obligations on a relative standalone selling price basis.

Management estimates the standalone selling price at contracts inception based on observable prices of the computer software and the equipment to be provided in similar circumstances to similar customers. If a discount is granted, it is allocated to both performance obligations based on their relative standalone selling prices.

(vi) Principal versus agent considerations

Determining whether the Group is acting as a principal or as an agent in the provision of certain goods or services to its customers requires judgment and consideration of all relevant facts and circumstances. In evaluation of the Group's role as a principal or agent, the Group considers, individually or in combination, whether the Group controls the specified goods or services before it is transferred to the customers, is primarily responsible for fulfilling the contracts, is subject to inventory risk, and has discretion in establishing prices.

6. SEGMENT INFORMATION

The executive directors of the Company, who are the chief operating decision-makers of the Group, review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on reports reviewed by the executive directors of the Company that are used to make strategic decisions.

The Group has three reportable segments. The segments are managed separately as each business offers different services and requires different business strategies.

The following summary describes the operations in each of the Group's reportable segments:

– After-market automotive services – inspection, repair services and maintenance

– Car rental services – provision of car rental services

– Automotive supply business – trading of motor vehicles and supply of passenger car spare parts, accessories and automotive equipment

Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before income tax. The adjusted profit or loss before income tax is measured consistently with the Group's profit or loss before income tax except that unallocated other income and gains, staff costs, finance costs, as well as corporate expenses are excluded from such measurement.

Segment assets included all assets but excluded certain property, plant and equipment and right-of-use assets, as well as corporate assets unrelated to the business activities of any operating segment.

Segment liabilities included all liabilities but excluded current and deferred tax liabilities, certain lease liabilities and corporate liabilities unrelated to the business activities of any operating segment.

6. SEGMENT INFORMATION *(Continued)*

(a) Business segment

For the year ended 31 December 2020

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Segment revenue				
Revenue from external customers	11,200	1,983	9,114	22,297
Segment profit/(loss)	5,331	(642)	333	5,022
Other income and gains				1,025
Share of results of a joint venture, net of tax	(143)	–	–	(143)
Share of results of an associate, net of tax	131	–	–	131
Unallocated staff costs				(2,627)
Unallocated corporate expenses				(4,036)
Unallocated finance costs				(30)
Loss before income tax expense				(658)
Other segment information				
Unallocated depreciation				(1,295)
Unallocated income tax				(131)

6. SEGMENT INFORMATION *(Continued)*

(a) Business segment *(Continued)*

For the year ended 31 December 2019

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Segment revenue				
Revenue from external customers	12,875	2,555	1,204	16,634
Segment profit/(loss)	6,669	(31)	241	6,879
Other income and gains				389
Unallocated staff costs				(3,478)
Unallocated corporate expenses				(5,595)
Unallocated finance costs				(176)
Loss before income tax expense				(1,981)
Other segment information				
Unallocated depreciation				(1,810)
Unallocated income tax				(176)

Revenue from external customers of after-market automotive services segment included service income and warranty income during the years.

6. SEGMENT INFORMATION *(Continued)*

(a) Business segment *(Continued)*

As at 31 December 2020

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Segment assets	3,386	7,564	–	10,950
Interest in a joint venture	58	–	–	58
Interest in an associate	2,642	–	–	2,642
	6,086	7,564	–	13,650
Unallocated property, plant and equipment				42
Unallocated right-of-use assets				3,054
Unallocated corporate assets				5,818
Total assets				22,564

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Segment liabilities	1,417	3,865	779	6,061
Current tax liabilities				538
Deferred tax liabilities				97
Unallocated lease liabilities				3,126
Unallocated corporate liabilities				1,814
Total liabilities				11,636

6. SEGMENT INFORMATION *(Continued)*

(a) Business segment *(Continued)*

As at 31 December 2019

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Segment assets	3,767	8,833	–	12,600
Unallocated property, plant and equipment				62
Unallocated right-of-use assets				2,110
Unallocated corporate assets				8,462
Total assets				23,234

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Segment liabilities	1,512	5,150	–	6,662
Current tax liabilities				689
Deferred tax liabilities				109
Unallocated lease liabilities				2,194
Unallocated corporate liabilities				1,858
Total liabilities				11,512

All assets are allocated to operating segments other than unallocated assets (mainly comprising certain property, plant and equipment and right-of-use assets, other receivables and cash and cash equivalents).

All liabilities are allocated to operating segments other than unallocated liabilities (mainly comprising current and deferred tax liabilities, certain lease liabilities and other payables).

6. SEGMENT INFORMATION *(Continued)*

(a) Business segment *(Continued)*

For the year ended 31 December 2020

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Other segment information				
Additions to non-current assets	487	587	–	1,074
Depreciation of property, plant and equipment	(128)	(157)	–	(285)
Depreciation of right-of-use assets	(23)	(1,316)	–	(1,339)
Impairment of right-of-use assets	–	(162)	–	(162)
Impairment of property, plant and equipment	–	(8)	–	(8)
Staff costs	(1,474)	(120)	–	(1,594)
Finance costs	–	(282)	–	(282)

For the year ended 31 December 2019

	After-market automotive services SGD'000	Car rental services SGD'000	Automotive supply business SGD'000	Total SGD'000
Other segment information				
Additions to non-current assets	–	632	–	632
Depreciation of property, plant and equipment	(205)	(83)	–	(288)
Depreciation of right-of-use assets	(8)	(1,486)	–	(1,494)
Impairment of right-of-use assets	–	(234)	–	(234)
Staff costs	(2,057)	(104)	–	(2,161)
Finance costs	–	(200)	–	(200)

Additions to non-current assets mainly represents additions to property, plant and equipment and right-of-use assets.

6. SEGMENT INFORMATION *(Continued)*

(a) Business segment *(Continued)*

	Revenue from external customers		Specified non-current assets	
	2020	2019	**2020**	2019
	SGD'000	SGD'000	**SGD'000**	SGD'000
Geographic information				
Singapore (place of domicile)	**13,474**	16,634	**11,154**	11,144
The PRC	**8,823**	–	**2**	–
Other Asian countries	**–**	–	**2,700**	–
Total	**22,297**	16,634	**13,856**	11,144

(b) Information about major customers

Revenue from major customers, each of them accounted for 10% or more of the Group's revenue, are set out below:

	Automotive supply business		Car rental services	
	2020	2019	**2020**	2019
	SGD'000	SGD'000	**SGD'000**	SGD'000
Customer A	**2,811**	–	**–**	–
Customer E	**–**	–	**–**	1,893

7. REVENUE

An analysis of revenue from the Group's principal activities, which is also the Group's turnover, is as follows:

	2020 SGD'000	2019 SGD'000
Revenue from contracts with customers within the scope of HKFRS 15		
Service income	**10,749**	11,525
Warranty income	**451**	1,350
Automotive supply income	**9,114**	1,204
Revenue from other sources		
Car rental income	**1,983**	2,555
	22,297	16,634

	2020 SGD'000	2019 SGD'000
Disaggregation by timing of revenue recognition		
Over time	**11,200**	12,875
Point in time	**9,114**	1,204
	20,314	14,079

(a) Contract assets

The Group has recognised the following revenue-related contract assets:

	2020 SGD'000	2019 SGD'000
Contract assets arising from:		
After-market automotive services (Note 19)	**246**	283

7. REVENUE *(Continued)*

(a) Contract assets *(Continued)*

(i) Changes in contract assets

Contract assets of the Group arise from the after-market automotive services that have been partially provided but have not been completed as at the end of the reporting period. The balance as at 31 December 2020 and 2019 mainly represented car repair services partially complete under the Group's after-market automotive service business.

The contract assets were transferred to trade receivables when the rights became unconditional where car repair services were complete. The typical payment terms which impact on the contract assets are the Group normally issue bill to customers for payment upon completion of the relevant services.

(ii) The expected timing of recovery or settlement for contract assets is as follows:

	2020 **SGD'000**	2019 SGD'000
Within one year	**246**	283

(iii) An impairment analysis was performed at each reporting date using a provision matrix to measure ECLs. The provision rates for the measurement of the ECLs of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on days past due of trade receivables appropriately grouped by similar loss pattern. 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 forecast of future economic conditions. As at 31 December 2020, no provision was made as the ECLs on contract assets were immaterial (2019: nil).

(b) Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

	2020 **SGD'000**	2019 SGD'000
Contract liabilities (Note 21)	**1,142**	215

7. REVENUE *(Continued)*

(b) Contract liabilities *(Continued)*

(i) Changes in contract liabilities

Contract liabilities of the Group arise from the advance payments made by customers while the underlying goods or services have not been provided. Balance as at 31 December 2020 and 2019 mainly represented advance payments received from customers under the Group's after-market automotive service business and automotive supply business.

(ii) Unsatisfied performance obligations

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its contracts of after-market automotive service and automotive supply business such that did not include information about service and supply income that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts of service and supply income that had an original expected duration of one year or less.

The contract liabilities as at 31 December 2020 and 2019 did not include any considerations that the Group may earn in the future by meeting conditions set out in the contracts of service and supply income with customers.

(iii) Assets recognised from incremental costs to obtain a contract

During the years ended 31 December 2020 and 2019, there were no significant incremental costs to obtain a contract.

(iv) Movements in contract liabilities

	2020 **SGD'000**	2019 SGD'000
Balance as at 1 January	**215**	–
Increase in contract liabilities as a result of advance payments made by customers	**1,037**	317
Decrease in contract liabilities as a result of recognising revenue during the year	**(110)**	(102)
Balance as at 31 December	**1,142**	215

8. OTHER INCOME AND GAINS

	2020 **SGD'000**	2019 SGD'000
Government grants	**700**	71
Reversal of impairment of trade receivables (Note 19)	**42**	61
Gain on disposal of property, plant and equipment	**4**	115
Exchange gains	**159**	–
Others	**120**	142
	1,025	389

9. LOSS BEFORE INCOME TAX EXPENSE

	2020 SGD'000	2019 SGD'000
Loss before income tax expense is arrived at after charging/(crediting):		
Auditor's remuneration	**78**	70
Cost of inventories recognised as expenses	**12,793**	4,626
Depreciation of property, plant and equipment		
– Direct depreciation expenses	**285**	288
– Indirect depreciation expenses	**24**	44
– Total	**309**	332
Depreciation of right-of-use assets		
– Direct depreciation expenses	**1,339**	1,494
– Indirect depreciation expenses	**1,271**	1,766
– Total	**2,610**	3,260
Employee benefit expenses (including directors' emoluments) (Note 12)		
– Salaries, allowances and other benefits	**3,897**	5,218
– Contributions to defined contribution retirement plan	**324**	421
– Total	**4,221**	5,639
– Direct employee benefit expenses	**1,594**	2,161
– Indirect employee benefit expenses	**2,627**	3,478
– Total	**4,221**	5,639

9. LOSS BEFORE INCOME TAX EXPENSE *(Continued)*

	2020 SGD'000	2019 SGD'000
Loss before income tax expense is arrived at after charging/(crediting): *(Continued)*		
Impairment of property, plant and equipment (Note 15(a))	**8**	–
Impairment of right-of-use assets (Note 15(b))	**162**	234
Impairment of trade receivables (Note 19)	**822**	351
Reversal of impairment of trade receivables (Note 19)	**(42)**	(61)
Bad debts written off	**1**	17
Gain on disposal of property, plant and equipment	**(4)**	(115)
Loss on disposal of right-of-use assets	**12**	–
Effect of lease termination	**(32)**	–
Write off of property, plant and equipment	**3**	–
Short-term lease expenses	**207**	134
Other expenses		
– Utilities expense	**59**	68
– Cost of services	**266**	400
– Maintenance costs	**858**	698
– Merchant fees and bank charges	**167**	188
– Office-related expenses	**174**	124
– Professional and legal fees	**615**	245
– Telecommunication expenses	**40**	43
– Refreshments	**3**	6
– Bad debts written off	**1**	17
– Loss on disposal of right-of-use assets	**12**	–
– Other operating expenses	**36**	145
– Total	**2,231**	1,934

10. FINANCE COSTS

	2020 SGD'000	2019 SGD'000
Interest element of lease liabilities	**282**	337
Interest on bank borrowings	**24**	39
Interest on short-term loan	**6**	–
	312	376

11. INCOME TAX EXPENSE

The amounts of income tax in the consolidated statement of profit or loss and other comprehensive income represent:

	2020 **SGD'000**	2019 SGD'000
Singapore		
Current tax		
– Current year	**96**	148
– Under-provision in respect of prior years	**47**	554
Deferred tax credit (Note 23)	**(12)**	(526)
	131	176

Singapore profits tax is calculated at 17% on the estimated assessable profits arising in Singapore for the year ended 31 December 2020 (2019: 17%).

Taxes on profits assessable elsewhere have been calculated at the rates prevailing in the relevant jurisdictions for the years ended 31 December 2020 and 2019.

The income tax expense can be reconciled to the loss before income tax expense in the consolidated statement of profit or loss and other comprehensive income as follows:

	2020 **SGD'000**	2019 SGD'000
Loss before income tax expense	**(658)**	(1,981)
Tax calculated at the domestic tax rate	**(112)**	(337)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	**(6)**	–
Tax effect of share of results of a joint venture	**26**	–
Tax effect of share of results of an associate	**(23)**	–
Tax effect of expenses not deductible for tax purposes	**177**	477
Tax effect of revenue not taxable for tax purposes	**(28)**	(20)
Under-provision in respect of prior years	**35**	28
Tax rebates	**(22)**	(36)
Tax effect of unused tax losses not recognised	**75**	48
Others	**9**	16
Income tax expense	**131**	176

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(a) Directors' emoluments

The emoluments of each of the directors for the years ended 31 December 2020 and 2019 are set out below:

	Fees SGD'000	Salaries, allowances and other benefits SGD'000	Discretionary bonuses (Note (i)) SGD'000	Contributions to defined contribution retirement plan SGD'000	Total SGD'000
Year ended 31 December 2020					
Executive directors					
Mr. Ang Lay Keong (Hong Liqiang)	–	194	–	20	214
Ms. Lim Li Ling (Lin Liling)	–	102	–	15	117
Ms. Tan Peck Luan (Chen Biluan) (Note (ii))	–	24	–	2	26
Mr. Goh Duo Tzer (Wu Duoze) (Note (iii))	–	97	–	15	112
Ms. Nie Li (Note (iv))	14	–	–	–	14
Ms. Lin Xiaojuan (Note (v))	9	–	–	–	9
Independent non-executive directors					
Mr. Chu Kin Ming	21	–	–	–	21
Mr. Tang Chi Chiu (Note (vi))	16	–	–	–	16
Ms. Liang Weizhang (Note (vii))	9	–	–	–	9
Mr. Ong Kar Loom (Wang Jialun) (Note (viii))	12	–	–	–	12
Ms. Tan Meng Choon (Note (ix))	5	–	–	–	5
	86	417	–	52	555

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS *(Continued)*

(a) Directors' emoluments *(Continued)*

	Fees SGD'000	Salaries, allowances and other benefits SGD'000	Discretionary bonuses (Note (i)) SGD'000	Contributions to defined contribution retirement plan SGD'000	Total SGD'000
Year ended 31 December 2019					
Executive directors					
Mr. Ang Lay Keong (Hong Liqiang)	–	236	56	30	322
Ms. Lim Li Ling (Lin Liling)	–	114	48	21	183
Ms. Tan Peck Luan (Chen Biluan) (Note (ii))	–	104	108	19	231
Independent non-executive directors					
Mr. Chu Kin Ming	5	–	–	–	5
Mr. Tang Chi Chiu	5	–	–	–	5
Ms. Liang Weizhang	5	–	–	–	5
	15	454	212	70	751

Notes:

(i) The discretionary bonuses were determined based on the performance of the directors.

(ii) Ms. Tan Peck Luan (Chen Biluan) resigned as the Company's executive director on 28 February 2020.

(iii) Mr. Goh Duo Tzer (Wu Duoze) was appointed as the Company's executive director on 28 February 2020.

(iv) Ms. Nie Li was appointed as the Company's executive director on 28 May 2020.

(v) Ms. Lin Xiaojuan was appointed as the Company's executive director on 24 August 2020.

(vi) Mr. Tang Chi Chiu resigned as the Company's independent non-executive director on 24 September 2020.

(vii) Ms. Liang Weizhang resigned as the Company's independent non-executive director on 18 May 2020.

(viii) Mr. Ong Kar Loom (Wang Jialun) was appointed as the Company's independent non-executive director on 18 May 2020 and resigned on 25 February 2021.

(ix) Ms. Tan Meng Choon was appointed as the Company's independent non-executive director on 24 September 2020.

(x) Mr. Hu Wu'an was appointed as the Company's executive director on 6 January 2021.

(xi) Mr. Chang Li-Chung was appointed as the Company's independent non-executive director on 25 February 2021.

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS *(Continued)*

(a) Directors' emoluments *(Continued)*

During the years ended 31 December 2020 and 2019, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, none of the directors waived or agreed to waive any emoluments during the years ended 31 December 2020 and 2019.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group included three and three directors for the years ended 31 December 2020 and 2019 respectively, whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining highest paid non-director individuals are as follows:

	2020 **SGD'000**	2019 SGD'000
Salaries, allowances and other benefits	**198**	196
Discretionary bonus	**–**	108
Contribution to defined contribution retirement plan	**10**	19
	208	323

The emoluments of each of the above highest paid individuals were within the following bands:

	2020 **Number of individuals**	2019 Number of individuals
Nil – HK$1,000,000	**4**	1
HK$1,000,001 – HK$1,500,000	**1**	4

13. DIVIDENDS

No dividends have been paid or declared by the Company or any of the subsidiaries during the year ended 31 December 2020 (2019: Nil).

14. LOSSES PER SHARE

	2020 SGD'000	2019 SGD'000
The basic and diluted losses per share for the year are calculated based on the following:		
Loss attributable to owners of the Company for the year	**(789)**	(2,157)
Weighted average number of ordinary shares in issue (Note)	**850,000,000**	656,164,384
Basic and diluted losses per share (SGD cents)	**(0.09)**	(0.33)

Note:

For the year ended 31 December 2020, the calculation of basic losses per share was based on the loss attributable to the owners of the Company and on the basis of the weighted average number of 850,000,000 (2019: 656,164,384) ordinary shares in issue.

Diluted losses per share were the same as basic losses per share as there was no potential dilutive ordinary share in existence during the years ended 31 December 2020 and 2019.

15. PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Property, plant and equipment

	Computer SGD'000	Furniture and fittings SGD'000	Machine equipment SGD'000	Motor vehicles SGD'000	Office equipment SGD'000	Leasehold improvements SGD'000	Total SGD'000
Cost							
As at 1 January 2019	479	300	851	486	81	692	2,889
Additions	134	5	24	5	7	80	255
Disposals	–	–	–	(355)	–	–	(355)
Write off	–	(60)	(1)	–	(1)	(11)	(73)
Reclassification from right-of-use assets (Note (b))	–	–	–	913	–	–	913
As at 31 December 2019 and 1 January 2020	613	245	874	1,049	87	761	3,629
Additions	52	55	53	276	3	47	486
Disposals	(20)	(6)	(24)	–	–	(65)	(115)
Write off	–	–	–	(61)	–	–	(61)
Reclassification from right-of-use assets (Note (b))	–	–	–	356	–	–	356
As at 31 December 2020	645	294	903	1,620	90	743	4,295
Accumulated depreciation and impairment							
As at 1 January 2019	374	298	784	327	72	660	2,515
Charge for the year	104	6	50	92	9	71	332
Disposals	–	–	–	(283)	–	–	(283)
Write off	–	(60)	(1)	–	(1)	(11)	(73)
Reclassification from right-of-use assets (Note (b))	–	–	–	734	–	–	734
As at 31 December 2019 and 1 January 2020	478	244	833	870	80	720	3,225
Charge for the year	81	7	32	169	4	16	309
Disposals	(21)	(6)	(24)	–	–	(47)	(98)
Write off	–	–	–	(58)	–	–	(58)
Impairment (Note (b))	–	–	–	8	–	–	8
Reclassification from right-of-use assets (Note (b))	–	–	–	178	–	–	178
As at 31 December 2020	538	245	841	1,167	84	689	3,564
Net carrying amount							
As at 31 December 2019	135	1	41	179	7	41	404
As at 31 December 2020	107	49	62	453	6	54	731

15. PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND LEASE LIABILITIES *(Continued)*

(b) Right-of-use assets and lease liabilities

Set out below, are the carrying amounts of the Group's right-of-use assets and lease liabilities and the movements during the years:

	Right-of-use assets			Lease liabilities
	Motor vehicles SGD'000	Leased properties for own use SGD'000	Total SGD'000	Total SGD'000
As at 1 January 2019	9,895	3,185	13,080	10,092
Additions	632	701	1,333	1,186
Depreciation expenses	(1,506)	(1,754)	(3,260)	–
Reclassification to property, plant and equipment (Note (a))	(179)	–	(179)	–
Impairment (Note)	(234)	–	(234)	–
Interest expenses	–	–	–	337
Payments	–	–	–	(4,349)
As at 31 December 2019 and 1 January 2020	8,608	2,132	10,740	7,266
Additions	618	1,547	2,165	1,954
Depreciation expenses	(1,339)	(1,271)	(2,610)	–
Reclassification to property, plant and equipment (Note (a))	(178)	–	(178)	–
Lease modification	–	1,084	1,084	1,084
Impairment (Note)	(162)	–	(162)	–
Disposal	(176)	–	(176)	–
Lease termination	–	(438)	(438)	(470)
Interest expenses	–	–	–	282
Payments	–	–	–	(3,111)
As at 31 December 2020	7,371	3,054	10,425	7,005

The Group recognised rent expenses from short-term leases of SGD207,000 (2019: SGD134,000) in profit or loss for the year ended 31 December 2020.

15. PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND LEASE LIABILITIES *(Continued)*

(b) Right-of-use assets and lease liabilities *(Continued)*

During the year ended 31 December 2020, management has identified impairment indicator on certain motor vehicles under right-of-use assets and property, plant and equipment (Note (a)) due to unfavourable market conditions in automotive business in Singapore. Management has identified motor vehicles under right-of-use assets and property, plant and equipment as a cash-generating unit ("**CGU**") and an impairment assessment was performed by management on the CGU by estimating the recoverable amount based on a value-in-use calculation using a pre-tax discount rate of 15.2% (2019: 15.1%). The recoverable amount of the CGU as at 31 December 2020 was calculated at SGD7,824,000 (2019: SGD8,608,000) while the aggregate net carrying amount of the CGU was SGD7,994,000 (2019: SGD8,842,000).

Accordingly, an aggregate impairment loss of SGD170,000 (2019: SGD234,000) was recognised to profit or loss during the year ended 31 December 2020, of which SGD162,000 (2019: SGD234,000) and SGD8,000 (2019: nil) was allocated to motor vehicles under right-of-use assets and property, plant and equipment respectively on a pro-rata basis.

The remaining contractual maturities of the Group's lease liabilities as at 31 December 2020 and 2019 are as follows:

	2020		2019	
	Present value of the minimum lease payments SGD'000	Total minimum lease payments SGD'000	Present value of the minimum lease payments SGD'000	Total minimum lease payments SGD'000
Within 1 year	3,504	3,672	3,653	3,861
After 1 year but within 2 years	2,518	2,608	2,637	2,718
After 2 years but within 5 years	983	1,034	976	1,000
	3,501	3,642	3,613	3,718
	7,005	7,314	7,266	7,579
Less: total future interest expense		(309)		(313)
Present value of lease liabilities		7,005		7,266

16. INTEREST IN A JOINT VENTURE

	2020 **SGD'000**	2019 SGD'000
Cost of unlisted investment in a joint venture		
Share of net assets other than goodwill	**68**	–
Exchange realignment	**(10)**	–
As at 31 December	**58**	–

Movements in interest in a joint venture during the year are as follow:

	2020 **SGD'000**	2019 SGD'000
As at 1 January	**–**	–
Additions	**211**	–
Share of results of a joint venture	**(143)**	–
Exchange realignment	**(10)**	–
As at 31 December	**58**	–

Particulars of the joint venture of the Group at the end of the reporting period are set out as follows:

Name	Place of incorporation/ operation	Issued and fully paid share capital	Percentage of ownership interests 2020	Percentage of ownership interests 2019	Place of incorporation and operation
Absolute By Optima Werkz (Thailand) Co., Ltd. (Note)	Thailand	BAHT12,000,000	40%	N/A	Repair and maintenance of motor vehicles including installation of parts and accessories

Note:

As at 30 January 2020, Optima Werkz Pte. Ltd., an indirect wholly-owned subsidiary of the Company, has entered into an agreement with Wealth Firm Holding Co., Ltd. ("**Wealth Firm**"), an independent third party and a limited liability company incorporated in Thailand, to form and invest in a company in Thailand. The company named Absolute By Optima Werkz (Thailand) Co., Ltd. ("**ABOW**"). ABOW is a limited liability company incorporated in Thailand on 23 March 2020 of which the Group and Wealth Firm held 40% and 60% equity interest in ABOW respectively. Its principal activity is repair and maintenance of motor vehicles including installation of parts and accessories in Thailand.

The Group has invested in Thailand in order to expand the overseas business of the Group to diversify its country risk.

The contractual arrangement provides the Group with only the rights to the net assets of the joint arrangement, with the rights to the assets and obligation for the liabilities of the joint arrangement resting primarily with ABOW. Under HKFRS 11, this joint arrangement is classified as a joint venture and has been included in the consolidated financial statements using the equity method.

16. INTEREST IN A JOINT VENTURE *(Continued)*

Summarised financial information of the joint venture, adjusted for any differences in accounting policies, is presented below:

	Absolute By Optima Werkz (Thailand) Co., Ltd.	
	2020	2019
	SGD'000	SGD'000
As at 31 December		
Current assets	**1,248**	N/A
Non-current assets	**1,950**	N/A
Current liabilities	**(749)**	N/A
Non-current liabilities	**(2,306)**	N/A
Net assets	**143**	N/A
Reconciliation to the Group's interest in a joint venture:		
Proportion of the Group's ownership	**40%**	N/A
Group's share of net assets of the joint venture (excluding goodwill)	**58**	N/A
Carrying amount of interest in the joint venture	**58**	N/A
Year ended 31 December		
Revenue	**656**	N/A
Interest income	**–#**	N/A
Other income	**6**	N/A
Depreciation and amortisation	**(315)**	N/A
Interest expense	**(89)**	N/A
Other expenses	**(616)**	N/A
Income tax expense	**–**	N/A
Net loss for the year	**(358)**	N/A
Other comprehensive income	**(27)**	N/A
Total comprehensive income	**(385)**	N/A
Dividends received by the Group from the joint venture	**–**	N/A

Less than SGD1,000

The joint venture had no significant contingent liabilities or capital commitments as at 31 December 2020 (2019: nil).

17. INTEREST IN AN ASSOCIATE

	2020 **SGD'000**	2019 SGD'000
Cost of unlisted investment in an associate		
Share of net assets other than goodwill	**686**	–
Goodwill	**1,951**	–
Exchange realignment	**5**	–
As at 31 December	**2,642**	–

Movements in interest in an associate during the year are as follow:

	2020 **SGD'000**	2019 SGD'000
As at 1 January	**–**	–
Additions	**2,506**	–
Share of results of an associate	**131**	–
Exchange realignment	**5**	–
As at 31 December	**2,642**	–

Particulars of the associate of the Group at the end of the reporting period are set out as follows:

Name	Place of incorporation/ operation	Issued and fully paid share capital	Percentage of ownership interests 2020	2019	Place of incorporation and operation
Optima Werkz Myanmar Services Co., Ltd. (Note)	Myanmar	US$1,000,000	**35%**	N/A	Repair and maintenance of motor vehicles including installation of parts and accessories

Note:

On 7 December 2019, Optima Werkz Pte. Ltd., an indirect wholly-owned subsidiary of the Company, has entered into an acquisition agreement with Regal Werkz Pte. Ltd., an independent third party and a limited liability company incorporated in Singapore, to acquire 100% equity interest of Optima Werkz Myanmar Holdings Pte. Ltd. ("**OWMH**"), a limited liability company incorporated in Singapore, which held 35% equity interest in Optima Werkz Myanmar Services Co., Ltd. ("**OWMS**") at a total consideration of approximately SGD2,500,000. OWMS is a limited liability company incorporated in Myanmar on 7 August 2017. OWMH held 35% equity interest in OWMS and its principal activity is repair and maintenance of motor vehicles including installation of parts and accessories in Myanmar. The acquisition was completed on 13 May 2020 and the Group held 35% equity interest in OWMS since then.

The Group has invested in Myanmar in order to expand the overseas business of the Group to diversify its country risk.

The directors of the Company considered the Group can exercise significant influence over the investee and therefore was treated as an associate and applied equity method to account for the investment.

17. INTEREST IN AN ASSOCIATE *(Continued)*

Summarised financial information of the Group's associate, adjusted for any difference in accounting policies:

	Optima Werkz Myanmar Services Co. Ltd.	
	2020	2019
	SGD'000	SGD'000
As at 31 December		
Current assets	**1,774**	N/A
Non-current assets	**714**	N/A
Current liabilities	**(510)**	N/A
Non-current liabilities	**(4)**	N/A
Net assets	**1,974**	N/A
Reconciliation to the Group's interest in an associate:		
Proportion of the Group's ownership	**35%**	*N/A*
Group's share of net assets of the associate (excluding goodwill)	**691**	*N/A*
Goodwill	**1,951**	*N/A*
Carrying amount of interest in the associate	**2,642**	*N/A*
Year ended 31 December		
Revenue	**267**	*N/A*
Profit or loss for the year	**376**	*N/A*
Other comprehensive income	**16**	*N/A*
Total comprehensive income	**392**	*N/A*
Dividends received from associate	**–**	*N/A*

The associate had no significant contingent liabilities or capital commitments as at 31 December 2020 (2019: nil).

18. INVENTORIES

	2020	2019
	SGD'000	SGD'000
Parts and accessories	**1,090**	1,004

The cost of inventories recognised as expenses amounted to SGD12,793,000 during the year ended 31 December 2020 (2019: SGD4,626,000).

19. TRADE AND OTHER RECEIVABLES

	2020	2019
	SGD'000	SGD'000
Trade receivables (Note)	**2,834**	2,754
Less: impairment loss	**(1,066)**	(413)
Trade receivables, net	**1,768**	2,341
Contract assets (Note 7(a))	**246**	283
Deposits, prepayment and other receivables (Note)	**2,273**	2,119
	4,287	4,743
Categorised as:		
Current portion	**4,093**	3,595
Non-current portion	**194**	1,148
	4,287	4,743

Note:

As at 31 December 2020, included in trade receivables represented lease receivables arising from car rental business amounted to SGD148,000 (2019: SGD62,000).

As at 31 December 2019, included in deposits, prepayment and other receivables represented a refundable cash deposit of SGD1,000,000 for long-term investment. On 7 December 2019, Optima Werkz Pte. Ltd., an indirect wholly-owned subsidiary of the Company, has entered into an acquisition agreement with Regal Werkz Pte. Ltd., an independent third party and a limited liability company incorporated in Singapore, to acquire the entire equity interest of Optima Werkz Myanmar Holdings Pte. Ltd. (limited liability company incorporated in Singapore) which held 35% equity interest in Optima Werkz Myanmar Services Co., Ltd. (limited liability company incorporated in Myanmar), at a total consideration of approximately SGD2,500,000. A refundable cash deposit of SGD1,000,000 was paid in December 2019 upon signing of the agreement. The acquisition was completed on 13 May 2020 and was treated as interest in an associate (Note 17).

The fair values of trade and other receivables are considered by the directors not to be materially different from their carrying amounts. The normal credit period granted to customers was ranged from 30 to 90 days.

19. TRADE AND OTHER RECEIVABLES *(Continued)*

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

	2020	2019
	SGD'000	SGD'000
Within 30 days	**490**	386
31 – 60 days	**298**	366
61 – 90 days	**162**	73
91 – 180 days	**264**	1,197
181 – 365 days	**437**	176
Over 365 days	**117**	143
	1,768	2,341

The ageing analysis of trade receivables, based on due date, as at the end of the reporting periods, is as follows:

	2020	2019
	SGD'000	SGD'000
Neither past due nor impaired	**211**	251
Past due but not impaired		
Less than 60 days	**611**	534
61 – 90 days	**159**	94
91 – 180 days	**239**	1,159
181 – 365 days	**431**	164
Over 365 days	**117**	139
	1,557	2,090
	1,768	2,341

Trade receivables that were neither past due nor impaired related to a range of customers for whom there was no recent history of default. Trade receivables that were past due but not impaired related to customers with long business relationship. Based on past experience, management believes that no impairment allowance is necessary as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group did not hold any collateral in respect of these balances.

19. TRADE AND OTHER RECEIVABLES *(Continued)*

Movements in impairment loss recognised in respect of trade receivables are as follows:

	2020 SGD'000	2019 SGD'000
At beginning of year	**413**	210
Allowance for impairment (Note 9)	**822**	351
Reversal of impairment (Note 8)	**(42)**	(61)
Write off against allowance	**(127)**	(87)
At end of year	**1,066**	413

Impairment of trade receivables

As at 31 December 2020, total allowance of SGD992,000 (2019: SGD354,000) was recognised as management considered the recoverability of balance was remote. For the remaining trade receivables, the Group applies the simplified approach to provide for expected credit loss prescribed by HKFRS 9 and total allowance of SGD74,000 (2019: SGD59,000) was made against the gross amount of trade receivables as at 31 December 2020. Total bad debts of SGD1,000 (2019: SGD17,000) was written off directly to profit or loss for the year ended 31 December 2020 (Note 9).

All contract assets and other receivables as at 31 December 2020 and 2019 were neither past due nor impaired.

20. CASH AND CASH EQUIVALENTS

	2020 SGD'000	2019 SGD'000
Cash on hand	**2**	3
Cash at bank	**3,329**	6,340
	3,331	6,343

Cash at bank earns interest at floating rates based on daily bank balances and deposit rates.

21. TRADE AND OTHER PAYABLES

	2020 SGD'000	2019 SGD'000
Trade payables (Note (a))	**652**	684
Other payables, accruals and deposits received (Note (b))	**1,565**	1,739
Contract liabilities (Note 7(b))	**1,142**	215
	3,359	2,638

Notes:

(a) The credit period granted by suppliers is normally 30 to 60 days. The ageing analysis of trade payables, based on invoice date, as at the end of the reporting period are as follows:

	2020 SGD'000	2019 SGD'000
Within 30 days	**321**	339
31 – 60 days	**222**	241
61 – 90 days	**90**	90
Over 90 days	**19**	14
	652	684

(b) Included in other payables represented loan payable to an independent third party of SGD407,000 (2019: nil) which was unsecured, interest-bearing at 3.6% per annum and repayable on 29 June 2021.

22. BANK BORROWINGS

	2020 SGD'000	2019 SGD'000
Secured and interest-bearing bank borrowings (Note (i))		
– Bank loans due for repayment within a year	**174**	169
– Bank loans due for repayment after a year (Note (ii))	**463**	641
	637	810
Categorised as:		
Current portion	**174**	169
Non-current portion	**463**	641
	637	810

22. BANK BORROWINGS *(Continued)*

Notes:

(i) Bank loans are interest bearing at floating rates. The interest rates of the Group's bank loans as at 31 December 2020 and 2019 granted under banking facilities ranged from 2.7% to 4.2% and 4.1% to 4.4% respectively per annum.

(ii) As at 31 December 2020 and 2019, none of the portion of these bank loans due for repayment after one year which contain a repayment on demand clause and that are classified as current liabilities are expected to be settled within one year.

(iii) As at 31 December 2020, the Group's banking facilities are secured by corporate guarantee of the Company. As at 31 December 2019, the Group's banking facilities are secured by personal guarantee of an executive director of the Company and a second legal mortgage over a property of a shareholder.

As at the end of the reporting period, the Group's bank borrowings were scheduled to repay as follows:

	2020	2019
	SGD'000	SGD'000
On demand or within one year	**174**	169
More than one year, but not exceeding two years	**184**	179
More than two years, but not exceeding five years	**279**	462
	637	810

23. DEFERRED TAX

The analysis of deferred tax is as follows:

	2020	2019
	SGD'000	SGD'000
Deferred tax liabilities	**97**	109

23. DEFERRED TAX *(Continued)*

The above deferred tax balances are to be recovered or settled after twelve months. The movement on deferred tax during the years ended 31 December 2020 and 2019 are as follows:

	Accelerated tax depreciation SGD'000
As at 1 January 2019	635
Credited to profit or loss for the year (Note 11)	(526)
As at 31 December 2019 and 1 January 2020	109
Credited to profit or loss for the year (Note 11)	(12)
As at 31 December 2020	97

As at 31 December 2020 and 2019, no deferred tax liabilities have been recognised on deductible temporary difference as the Group is able to control the timing of reversal of the temporary difference arising from any dividend income declared by subsidiaries and these were probable that will not reverse in foreseeable future.

24. SHARE CAPITAL

	Number	**Amount** HK$'000	**Amount** SGD'000
Authorised:			
As at 1 January 2019	38,000,000	380	66
Ordinary shares of HK$0.01 each			
Increase of authorised share capital (Note (i))	15,962,000,000	159,620	28,125
As at 31 December 2019, 1 January 2020 and 31 December 2020	16,000,000,000	160,000	28,191
Issued and fully paid:			
As at 1 January 2019	10,000,000	100	17
Issue of shares upon initial public offering (Note (ii))	250,000,000	2,500	440
Capitalisation issue (Note (ii))	590,000,000	5,900	1,040
As at 31 December 2019, 1 January 2020 and 31 December 2020	850,000,000	8,500	1,497

24. SHARE CAPITAL *(Continued)*

Notes:

(i) Pursuant to the written resolutions of the shareholders passed on 18 September 2019, the authorised share capital of the Company was increased from HK$380,000 divided into 38,000,000 shares to HK$160,000,000 divided into 16,000,000,000 shares of a par value of HK$0.01 each by the creation of an additional of 15,962,000,000 shares.

Immediately following the completion of the Capitalisation Issue and the Share Offer (assuming that the Offer Size Adjustment Option is not exercised and without taking into account any Share which may be issued pursuant to the Share Option Scheme), the total issued share capital of the Company will be HK$8,500,000 divided into 850,000,000 shares of HK$0.01 each, fully-paid or credited as fully-paid, with 15,150,000,000 shares which the Company is authorised to issue, remaining unissued.

(ii) On 11 October 2019, the Company issued a total of 250,000,000 ordinary shares of HK$0.01 each at a price of HK$0.24 per share as a result of completion of the Shares Offer. The gross proceeds from Share Offer of HK$60,000,000 representing the par value of HK$2,500,000 credited to the Company's share capital, and share premium of HK$57,500,000, which can be used for deduction of share issuance expenses. After the share premium account of the Company being credited as result of the Share Offer, HK$1,040,000 was capitalised from the share premium account and applied in paying up in full 590,000,000 shares which was allotted and issued to the then shareholders. The Company's total number of issued shares was increased to 850,000,000 shares upon completion of Share Offer.

25. RESERVES

The following describes the nature and purpose of each reserve within owners' equity:

Share premium

Share premium of the Company and the Group is the excess of the cash proceeds received over the nominal value of the ordinary shares of the Company issued at a premium, less the amount of expenses incurred in connection with the issue of the ordinary shares.

Merger reserve

Merger reserve of the Group represents the differences between the share capital of Optima Werkz Pte. Ltd. and the nominal value of the ordinary shares issued by the Company in acquiring Optima Werkz Pte. Ltd. upon the completion of the Reorganisation.

Merger reserve of the Company represents the differences between the carrying amount of the net assets of Optima Werkz Pte. Ltd. and its subsidiaries and the nominal value of the ordinary shares issued by the Company in acquiring Optima Werkz Pte. Ltd. upon the completion of the Reorganisation.

25. RESERVES *(Continued)*

Other reserve

Other reserve represents the difference between the consideration received/paid and the carrying amount of net assets attributable to the reduction/increase of equity interest in Optima Carz Pte. Ltd.

Foreign exchange reserve

Exchange differences arising from the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. SGD) are recognised directly in other comprehensive income and accumulated in the foreign exchange reserve. The reserve is dealt with in accordance with the accounting policy of foreign currencies set out in Note 4(i).

The Company

The movements of the Company's reserves are as follows:

	Share premium SGD'000	Merger reserve SGD'000	Accumulated losses SGD'000	Total SGD'000
Balance as at 1 January 2019	1,693	5,195	–	6,888
Loss and total comprehensive income for the year	–	–	(4,688)	(4,688)
Issue of shares upon initial public offering (Note 24(ii))	10,132	–	–	10,132
Transaction costs attributable to issue of new shares (Note 24(ii))	(3,598)	–	–	(3,598)
Capitalisation issue (Note 24(ii))	(1,040)	–	–	(1,040)
Balance as at 31 December 2019 and 1 January 2020	7,187	5,195	(4,688)	7,694
Loss and total comprehensive income for the year	–	–	(433)	(433)
Balance as at 31 December 2020	7,187	5,195	(5,121)	7,261

26. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

	Notes	2020 SGD'000	2019 SGD'000
ASSETS AND LIABILITIES			
Non-current assets			
Investment in subsidiaries		**5,212**	5,212
Amounts due from subsidiaries		**2,602**	308
Total non-current assets		**7,814**	5,520
Current assets			
Prepayments		**218**	231
Cash and cash equivalents		**898**	3,516
Total current assets		**1,116**	3,747
Current liabilities			
Other payables		**172**	76
Total current liabilities		**172**	76
Net current assets		**944**	3,671
Net assets		**8,758**	9,191
EQUITY			
Share capital	24	**1,497**	1,497
Accumulated losses		**(5,121)**	(4,688)
Merger reserve	25	**5,195**	5,195
Share premium	25	**7,187**	7,187
Total equity		**8,758**	9,191

Ang Lay Jeong (Hong Liqiang)	**Goh Duo Tzer (Wu Duozer)**
Director	Director

27. INVESTMENT IN SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2020 and 2019 are set out below:

Name of subsidiary	Place and date of incorporation	Place of operations	Issued and paid-up capital	Effective interest held by the Company 2020 Directly	2020 Indirectly	2019 Directly	2019 Indirectly	Principal activities
Optima International Limited	Incorporated in the British Virgin Islands on 16 March 2018	The British Virgin Islands	US$100	**100%**	**-**	100%	–	Investment holding
Prosper Might Holdings Limited	Incorporated in the British Virgin Islands on 2 January 2020	The British Virgin Islands	US$100	**100%**	**-**	–	–	Investment holding
Optima Werkz Pte. Ltd.	Incorporated in Singapore on 18 May 2012	Singapore	SGD2,662,472	**-**	**100%**	–	100%	Repair and maintenance (including installation of parts of accessories) and spray printing of motor vehicles
Optima De Auto Pte. Ltd.	Incorporated in Singapore on 22 August 2013	Singapore	SGD10,000	**-**	**100%**	–	100%	Repair and maintenance (including installation of parts of accessories) and spray printing of motor vehicles
Optima Carz Pte. Ltd.	Incorporated in Singapore on 24 October 2014	Singapore	SGD1,000	**-**	**100%**	–	100%	Repair and maintenance (including installation of parts of accessories)
Optima Werkz International Pte. Ltd.	Incorporated in Singapore on 23 September 2015	Singapore	SGD10,000	**-**	**100%**	–	100%	Franchise agency services
Optima Werkz Thailand Holdings Pte. Ltd.	Incorporated in Singapore on 2 February 2020	Singapore	SGD100	**-**	**100%**	–	–	Investment holding
Optima Werkz Myanmar Holdings Pte. Ltd.	Incorporated in Singapore on 5 July 2017	Singapore	US$1,000,000	**-**	**100%**	–	–	Investment holding
Joy Vast Investment Limited	Incorporated in Hong Kong on 2 March 2020	Hong Kong	HK$1	**-**	**100%**	–	–	Investment holding
深圳百年健康生物科技有限公司	Incorporated in the People's Republic of China on 27 April 2020	The People's Republic of China	Registered share capital of RMB30,000,000	**-**	**100%**	–	–	Dormant
深圳傲迪淘車汽車貿易有限公司	Incorporated in the People's Republic of China on 19 June 2018	The People's Republic of China	Registered share capital of RMB10,000,000	**-**	**100%**	–	–	Trading of motor vehicles

28. OPERATING LEASE COMMITMENTS

The Group as lessor

Certain of the Group's motor vehicles were leased to a number of customers. The rental income during the years ended 31 December 2020 and 2019 were SGD1,983,000 and SGD2,555,000 respectively. As at 31 December 2020 and 2019, the minimum rent receivables of the Group under non-cancellable operating leases in respect of motor vehicles are as follows:

	2020	2019
	SGD'000	SGD'000
Not later than one year	**173**	2,092
Later than one year and not later than two years	**74**	1,889
Later than two years and not later than three years	**26**	1,092
Later than three years and not later than four years	**16**	2
Later than four years and not later than five years	**7**	–
	296	5,075

29. CAPITAL COMMITMENTS

As at 31 December 2020, the Group had no any significant capital commitments.

As at 31 December 2019, the Group had capital commitments of SGD1,500,000 contracted but not provided for the long-term investment with details set out at Note 19.

30. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties:

(i) Significant related party transactions

The Group did not have other significant transactions with related parties.

(ii) Personal guarantee by a director

As at 31 December 2019, the Group's motor vehicles under finance leases were secured by way of personal guarantee of an executive director of the Company.

(iii) Compensation of key management

Remuneration of key management personnel, who are directors of the Company, during the years ended 31 December 2020 and 2019 were disclosed in Note 12.

31. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The following table shows the carrying amounts of financial assets and liabilities:

	2020 SGD'000	2019 SGD'000
Financial assets		
Financial assets at amortised cost (Note)		
– Trade and other receivables	**2,125**	3,655
– Cash and cash equivalents	**3,331**	6,343
	5,456	9,998
Financial liabilities		
Financial liabilities at amortised cost (Note)		
– Trade and other payables	**3,359**	2,638
– Bank borrowings	**637**	810
– Lease liabilities	**7,005**	7,266
	11,001	10,714

Note:

Above financial instruments which are measured at amortised costs are not measured at fair value. Due to the effective interest rates approximate the prevailing market interest rates, the carrying values of the above financial instruments approximate their fair values.

32. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT

The Group is exposed to a variety of financial risks which comprise credit risk, interest rate risk and liquidity risk. The Group's overall risk management focuses on the unpredictability of financial markets and seek to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the key management under the policies approved by the board of directors. The Group does not have written risk management policies. However, the directors meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks.

32. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT *(Continued)*

Generally, the Group employs a conservative strategy regarding its financial risk management. As the directors consider that the Group's exposure to financial risks is kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The most significant risks to which the Group is exposed to are described below:

(a) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

The Group's credit risk is primarily attributable to its trade and other receivables and bank balances. Management has a credit policy in place and the exposures to credit risk are monitored on an ongoing basis.

The Group always measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtors, current market condition in relation to each debtor's exposure. The expected credit losses also incorporate forward-looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle receivables. The Group recognises lifetime expected credit losses for trade receivables based on individual significant customer or the ageing of customers collectively that are not individually significant. Trade receivables are normally due ranged from 30 to 90 days. Normally, the Group does not obtain collateral from customers.

The Group applies the simplified approach to providing for ECLs prescribed by HKFRS 9, which permits the use of lifetime expected loss provision for all trade receivables. To measure the ECLs, trade receivables are grouped based on shared credit risk characteristics and the days past due. Expected loss rate of current trade receivables is assessed to be 0.2% (2019: 0.1%). The ECLs for trade receivables past due within 90 days is assessed to be 2% (2019: 1%) and within 180 days is assessed to be 3% (2019: 2%). For the trade receivables over 180 days and within 365 days, the ECLs is assessed to be 7% (2019: 6%) and over 365 days is assessed to be 13% (2019: 12%). The directors of the Company assessed and measured ECLs based on reasonable and supportable information that is available without undue cost or effort about past events, current conditions and forecasts of future economic conditions as at 31 December 2020 and 2019. The directors assessed the risk or probability that a credit loss will occur by grouping different debtors of similar risk characteristics and taking into consideration the history of default that the amount of irrecoverable debts remained minimal and did not fluctuate significantly as at 31 December 2020 and 2019. Moreover, the Group's operations are solely conducted in Singapore and there has not been any significant adverse events which affected the economy of Singapore during the years ended 31 December 2020 and 2019 and it is expected that the future economic conditions of Singapore will continue to remain steady. The movement of loss allowance for these balances as at 31 December 2020 and 2019 is set out in Note 19.

32. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT *(Continued)*

(a) Credit risk *(Continued)*

The following tables provide information about the Group's exposure to credit risk and ECLs for trade receivables:

	Gross carrying amount SGD'000	Specific allowance SGD'000	Carrying amount after specific allowance SGD'000	Expected credit losses rate %	Expected credit losses allowance SGD'000	Net carrying amount SGD'000
As at 31 December 2020						
Past due but not impaired	**211**	**–**	**211**	**0.2**	**–#**	**211**
Less than 60 days	**623**	**–**	**623**	**2**	**(12)**	**611**
61 – 90 days	**162**	**–**	**162**	**2**	**(3)**	**159**
91 – 180 days	**246**	**–**	**246**	**3**	**(7)**	**239**
181 – 365 days	**743**	**(279)**	**464**	**7**	**(33)**	**431**
Over 365 days	**849**	**(713)**	**136**	**13**	**(19)**	**117**
	2,834	**(992)**	**1,842**		**(74)**	**1,768**

\# Represents amount less than SGD1,000

	Gross carrying amount SGD'000	Specific allowance SGD'000	Carrying amount after specific allowance SGD'000	Expected credit losses rate %	Expected credit losses allowance SGD'000	Net carrying amount SGD'000
As at 31 December 2019						
Past due but not impaired	251	–	251	0.1	–#	251
Less than 60 days	636	(97)	539	1	(5)	534
61 – 90 days	95	–	95	1	(1)	94
91 – 180 days	1,201	(18)	1,183	2	(24)	1,159
181 – 365 days	177	(3)	174	6	(10)	164
Over 365 days	394	(236)	158	12	(19)	139
	2,754	(354)	2,400		(59)	2,341

\# Represents amount less than SGD1,000

32. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT *(Continued)*

(a) Credit risk *(Continued)*

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

There was no significant change in the gross carrying amounts of trade receivables contributed to the increase in the impairment allowance during the years ended 31 December 2020 and 2019.

For the trade receivables considered by the management to have high concentration risk, the Group has assessed that the expected credit losses for these receivables are not material under the lifetime expected credit losses method.

Other financial assets at amortised cost include deposits and other receivables. As at the end of the reporting period, the internal credit rating of other receivables were performing. The Group has assessed that the expected credit losses for these receivables are not material under the lifetime expected credit losses method, as these financial assets are considered to have low credit risk. Thus, no loss allowance was recognised during the years ended 31 December 2020 and 2019.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. The concentration of credit risk due from the Group's largest customer and five largest customers are listed below:

		2020		2019
	SGD'000	**% of total trade receivables**	SGD'000	% of total trade receivables
Largest customer	**154**	**9%**	639	27%
Five largest customers	**623**	**35%**	1,401	60%

In respect of bank balances, the credit risk is limited because majority of the deposits are placed with reputable financial institutions in Singapore.

The credit policies have been consistently applied during the years ended 31 December 2020 and 2019 and are considered to be effective in managing the Group's exposure.

32. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT *(Continued)*

(b) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Group's interest rate risk mainly arises from bank borrowings and lease liabilities. Borrowings arranged at variable rates expose the Group to cash flow interest rate risk.

All of the Group's bank borrowings as at 31 December 2020 and 2019 bore interest at floating rates whereas its lease liabilities bore interest at fixed rates. Details of bank borrowings and lease liabilities are disclosed in Notes 22 and 15(b) respectively.

The Group's bank balances also expose it to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The directors of the Company consider the Group's exposure to interest rate risk in respect of bank balances is not significant due to low level of deposit interest rate.

The Group currently does not have an interest rate hedging policy. However, the management closely monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The following sensitivity analysis demonstrates the Group's exposure to a reasonably possible change in interest rates on its floating-rate bank borrowings and lease liabilities with all other variables held constant at the end of the reporting period (in practice, the results may differ from the sensitivity analysis below and the difference could be material):

	Increase/(decrease) in net loss and decrease/(increase) in reserves	
	2020	2019
	SGD'000	SGD'000
Changes in interest rate		
+1%	**10**	33
–1%	**(10)**	(33)

The changes in interest rates do not affect the Group's other component of equity. The above sensitivity analysis is prepared based on the assumption that the borrowing period of the bank borrowings outstanding at the end of the reporting period resemble that of the corresponding financial years. The assumed changes in interest rate are considered to be reasonably possible based on observation of current market conditions and represents management's assessment of a reasonably possible change in interest rate over the period until the next annual reporting period.

32. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT *(Continued)*

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade and other payables, its financing obligations and lease liabilities, and also in respect of its cash flow management. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. The liquidity policy has been followed by the Group consistently during the years ended 31 December 2020 and 2019 is considered to be effective in managing liquidity risks.

The following tables summarise the remaining contractual maturities of the Group's financial liabilities including bank borrowings and lease liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or if floating, based on rates ruling as at the end of the reporting period) and the earliest date the Group can be required to pay.

	Carrying amount SGD'000	Total contractual undiscounted cash flow SGD'000	Within 1 year or on demand SGD'000	More than 1 year but less than 2 years SGD'000	More than 2 years but less than 5 years SGD'000	More than 5 years SGD'000
As at 31 December 2020						
Trade and other payables	**3,359**	**3,374**	**3,374**	**–**	**–**	**–**
Bank borrowings	**637**	**667**	**189**	**194**	**284**	**–**
Lease liabilities	**7,005**	**7,314**	**3,672**	**2,608**	**1,034**	**–**
	11,001	**11,355**	**7,235**	**2,802**	**1,318**	**–**

	Carrying amount SGD'000	Total contractual undiscounted cash flow SGD'000	Within 1 year or on demand SGD'000	More than 1 year but less than 2 years SGD'000	More than 2 years but less than 5 years SGD'000	More than 5 years SGD'000
As at 31 December 2019						
Trade and other payables	2,638	2,638	2,638	–	–	–
Bank borrowings	810	890	202	202	486	–
Lease liabilities	7,266	7,579	3,861	2,718	1,000	–
	10,714	11,107	6,701	2,920	1,486	–

32. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT *(Continued)*

(d) Currency risk

The Group mainly located in Singapore with most of the transactions settled in SGD and did not have significant exposure to risk resulting from changes in foreign currency exchange rate.

(e) Capital management

The Group's capital management objectives are to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, to maintain an optimal capital structure, to reduce the cost of capital and to support the Group's stability and growth.

The Group monitors capital using gearing ratio, which is total debts to equity. Management of the Group considered total debts represented loans from external parties, which include bank borrowings, financial lease obligations and lease liabilities. Equity represents total equity of the Group.

The directors of the Company actively and regularly review and manage the Group's capital structure, taking into consideration the future capital requirements of the Group, to ensure optimal shareholders' returns. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, raise new debts or sells assets to reduce debts.

The gearing ratios as at 31 December 2020 and 2019 were as follows:

	2020	2019
	SGD'000	SGD'000
Bank borrowings, secured	**637**	810
Lease liabilities	**7,005**	7,266
Short-term loan	**407**	–
Total debts	**8,049**	8,076
Total equity	**10,928**	11,722
Gearing ratio	**0.7 times**	0.7 times

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statements of cash flows from financing activities.

For the year ended 31 December 2020	At the beginning of the year SGD'000	Addition SGD'000	Lease modification SGD'000	Disposal SGD'000	Interest accrued SGD'000	Interest paid under operating cash flows SGD'000	Financing cash flows SGD'000	At the end of the year SGD'000
Lease liabilities	7,266	1,954	1,084	(470)	282	(282)	(2,829)	7,005
Bank borrowings, secured	810	–	–	–	24	(24)	(173)	637
Short-term loan	–	–	–	–	6	–	407	413

For the year ended 31 December 2019	At the beginning of the year SGD'000	Reclassification SGD'000	Addition SGD'000	Interest accrued SGD'000	Interest paid under operating cash flows SGD'000	Financing cash flows SGD'000	At the end of the year SGD'000
Finance lease obligations	6,907	(6,907)	–	–	–	–	–
Lease liabilities	3,185	6,907	1,186	337	(337)	(4,012)	7,266
Bank borrowings, secured	974	–	–	39	(39)	(164)	810

34. SUBSEQUENT EVENTS

Other than those disclosed elsewhere in the consolidated financial statements, the Group has the following significant event after the reporting period:

(i) The directors believe consumer sentiment will be recovered from COVID-19 pandemic eventually amid the expectation of vaccine will be available for extensive distribution later in 2021. However, there were new COVID-19 cases lately. The Group will be cautious and stay vigilant and react to the evolving situation.

(ii) On 1 February 2021, there were news of the political developments in Myanmar, announcing the detention of Aung San Suu Kyi, the State Counsellor of Myanmar and the other leaders of the National League Democracy Party. Myanmar's military has also announced a one-year state of emergency during which the military would be taking over the affairs of Myanmar. It has further pledged to hold elections after one year and operate in line with existing laws.

The operation of OWMS, a 35% owned associate of the Group which is in the business of repairs and maintenance of motor vehicles including installation of parts and accessories in Yangon, Myanmar, was disrupted due to the current political situation and recent declaration of martial law in some areas of Yangon on 14 March 2021. To ensure the safety of its staff, they are advised to work from home until the situation improves. It is still too early to ascertain the impact to the Group. The Group will continue to monitor the political developments in Myanmar and provide further updates as and when there are material developments.

(iii) On 15 March 2021, one of its subsidiaries in Singapore, Optima Werkz Pte. Ltd. accepted the Letter of Offer from DBS Bank Ltd for bridging loan facilities for working capital purposes amounting to SGD3.5 million. The facilities are covered by the corporate guarantee from the Company. As at the date of this report, the Group has not drawn down the facilities.

Summary of Financial Information

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from this annual report and the accountants' report on historical financial information of the Group as contained in the Prospectus.

RESULTS:

	Years ended 31 December				
	2020	2019	2018	2017	2016
	SGD'000	SGD'000	SGD'000	SGD'000	SGD'000
Revenue	**22,297**	16,634	17,985	18,641	16,335
(Loss)/Profit before income tax expense	**(658)**	(1,981)	93	2,224	1,911
Income tax expense	**(131)**	(176)	(336)	(318)	(482)
(Loss)/Profit and total comprehensive income for the year	**(794)**	(2,157)	(243)	1,906	1,429

ASSETS AND LIABILITIES:

	As at 31 December				
	2020	2019	2018	2017	2016
	SGD'000	SGD'000	SGD'000	SGD'000	SGD'000
Total non-current assets	**14,050**	12,292	10,532	12,506	7,205
Total current assets	**8,514**	10,942	9,221	9,980	5,902
Total current liabilities	**7,575**	7,149	6,610	8,450	6,213
Total non-current liabilities	**4,061**	4,363	6,238	8,281	4,271
Total equity	**10,928**	11,722	6,905	5,755	2,623