

KPM HOLDING LIMITED

吉輝控股有限公司*

Incorporated in the Cayman Islands with limited liability

Stock Code: 8027

2021

Third Quarterly Report

* For identification purpose only

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of KPM Holding Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

The original report is prepared in the English language. This report is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.

RESULTS

The board (the "Board") of Directors of the Company (together with its subsidiaries, the "Group") is pleased to present the unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2021 respectively, together with the unaudited comparative figures for the corresponding period in 2020, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2021

	Note	Three months ended 30 September		Nine months ended 30 September	
		2021	2020	2021	2020
		S\$ (Unaudited)	S\$ (Unaudited)	S\$ (Unaudited)	S\$ (Unaudited)
Revenue	3	5,154,573	593,085	13,461,082	3,218,120
Cost of sales		(4,796,497)	(938,419)	(11,537,365)	(3,156,873)
Gross profit/(loss)		358,076	(345,334)	1,923,717	61,247
Other income	4	136,887	180,548	463,283	491,041
Other gains and losses	5	74,612	(784,149)	214,179	(399,047)
Selling and administrative expenses		(466,261)	(803,449)	(1,881,315)	(3,301,317)
Finance costs	6	(7,163)	(10,943)	(22,442)	(47,844)
Profit/(loss) before income tax		96,151	(1,763,327)	697,422	(3,195,920)
Income tax credit/(expense)	7	15,700	225,400	(94,600)	293,700
Profit/(loss) for the period		111,851	(1,537,927)	602,822	(2,902,220)
Other comprehensive (loss)/income:					
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Exchange differences on translation of foreign operation		(11,153)	28,998	(34,473)	(33,987)
Total comprehensive income/(loss) for the period		100,698	(1,508,929)	568,349	(2,936,207)
Earnings/(losses) per share					
Basic and diluted (S\$ cents)	8	0.050	(1.202)	0.345	(2.267)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

1. GENERAL

The Company was a public limited company incorporated and registered as an exempted company in the Cayman Islands with limited liability on 10 March 2015 and its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited. Its parent is Absolute Truth Investments Limited (incorporated in the British Virgin Islands). Its ultimate controlling parties are Mr. Tan Thiam Kiat Kelvin, who is also the Chairman and Executive Directors of the Company, and Mr. Tan Kwang Hwee Peter. The Company was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the "Companies Ordinance") on 30 March 2015. The principal place of business in Hong Kong registered is Unit 1104A, 11F, Kai Tak Commercial Building, 317-319 Des Voeux Road Central, Hong Kong. The head office and principal place of business of the Group is at 14 Loyang Way 4, Singapore 507601.

The Company is an investment holding company and the operating subsidiaries are principally engaged in the design, fabrication, installation and maintenance of signage and related products and the provision of fitting-out and renovation services for commercial premises and residential developments.

The condensed consolidated financial information is presented in Singapore Dollar ("S\$" or "\$"), which is also the functional currency of the Company.

This unaudited condensed consolidated financial information was approved by the Board on 5 November 2021.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These condensed consolidated financial statements should be read in conjunction with the Annual Report for the year ended 31 December 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2020 except for the adoption of the new and revised IFRS, amendments and Interpretations that are effective for financial period beginning on 1 January 2021 and are relevant to its operations. The adoption of these new/revised IFRS, amendments and interpretations does not result in changes to the Group's accounting policies and has no material effect on the amounts reported for the current or prior period.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS (CONTINUED)

3. REVENUE AND SEGMENT INFORMATION

The Group's reportable and operating segments under IFRS 8 "Operating Segments" are as follows:

(i) Signage business

Sale of signage, bollard, variable-message signs, bus stops, linkways and aluminium railing to customers.

(ii) Fitting-out and renovation services

Provision of fitting-out and renovation services for commercial premises and residential developments.

An analysis of the Group's revenue recognised during the nine months ended 30 September 2021 and 2020 is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
Over-time of revenue recognition:				
– Signage business	1,830,022	593,085	5,995,881	3,218,120
– Fitting-out and renovation services	3,324,551	–	7,465,201	–
	5,154,573	593,085	13,461,082	3,218,120

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS (CONTINUED)

3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Geographical information

In presenting the geographical information, revenue is based on the locations of the customers.

	Revenue from external customers			
	Three months ended		Nine months ended	
	30 Sep		30 Sep	
	2021	2020	2021	2020
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Singapore	1,830,022	593,085	5,995,881	3,218,120
Hong Kong	3,324,551	–	7,465,201	–
	5,154,573	593,085	13,461,082	3,218,120

4. OTHER INCOME

	Three months ended		Nine months ended	
	30 September		30 September	
	2021	2020	2021	2020
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Interest income	69,410	72,628	205,339	169,907
Government grants	63,331	106,656	238,801	311,516
Others	4,146	1,264	19,143	9,618
	136,887	180,548	463,283	491,041

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS (CONTINUED)

5. OTHER GAINS AND LOSSES

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
(Allowance for) Reversal of doubtful debts	(30,666)	35,426	(40,526)	35,530
Bad debts recovered	24	–	524	–
Gain on disposal of plant and equipment	4,918	–	5,218	2,000
Plant and equipment written off	(49)	–	(12,031)	(3,365)
Foreign exchange gain (loss), net	100,385	(119,575)	260,994	266,788
Settlement of law suit	–	(700,000)	–	(700,000)
	74,612	(784,149)	214,179	(399,047)

On 18 January 2019, Signmechanic Pte Ltd (“Signmechanic”), a wholly-owned subsidiary of the Company, received a letter of demand from a solicitors firm who act for Mandai Development Pte Ltd (“MDPL”), claiming that Signmechanic had made a negligent misrepresentation to MDPL on a property sold and MDPL claimed for their loss and damage. On 29 September 2020, Signmechanic and MDPL entered into a settlement agreement to resolve disputes in the suit, with mutual agreed between both parties, and Signmechanic paid the compensation of aggregate amount of S\$700,000 as the settlement sum to MDPL. According to the settlement agreement, MDPL consented to discontinued all its claims in the suit with no order as to costs and Signmechanic shall withdraw its appeal from the law suit accordingly.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS (CONTINUED)

6. FINANCE COSTS

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
Interests expenses on:				
– Term loan	6,485	8,950	19,751	40,592
– Lease liabilities	678	1,993	2,691	7,252
	7,163	10,943	22,442	47,844

7. INCOME TAX (CREDIT)/EXPENSE

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
Current tax – Singapore Corporate Income Tax ("CIT")	(15,700)	(225,400)	94,600	(293,700)

Singapore CIT is calculated at 17% of the estimated assessable profit. Singapore incorporated companies can also enjoy 75% tax exemption on the first S\$10,000 of normal chargeable income and a further 50% tax exemption on the next S\$190,000 of normal chargeable income from Year of Assessment 2020 onwards.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS (CONTINUED)

7. INCOME TAX (CREDIT)/EXPENSE (CONTINUED)

The income tax (credit)/expense for the year can be reconciled to the profit/(loss) before tax per the statement of profit or loss and other comprehensive income as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
Profit/(Loss) before tax	96,151	(1,763,327)	697,422	(3,195,920)
Tax at Singapore CIT of 17%	16,346	(299,766)	118,562	(543,306)
Tax effect of expenses not deductible for tax purpose	177	69,820	64,226	278,047
Tax effect of income under tax exemption and rebate	(30,120)	4,577	(81,255)	(28,344)
Others	(2,103)	(31)	(6,933)	(97)
Income tax (credit) expense for the period	(15,700)	(225,400)	94,600	(293,700)

No provision for Hong Kong Profit Tax has been made as the Group had no assessable profit in Hong Kong during the nine months ended 30 September 2021 and 2020.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS (CONTINUED)

8. EARNINGS/(LOSSES) PER SHARE

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
Earnings/(Loss) attributable to the owners of the Company	111,851	(1,537,927)	602,822	(2,902,220)
Weighted average number of ordinary shares in issue	224,000,000	128,000,000	174,769,231	128,000,000
Basic and diluted earnings/(losses) per share (S\$ cents)	0.050	(1.202)	0.345	(2.267)

An extraordinary general meeting was held on 4 May 2021 in which the resolution to approve the proposed placing of 96,000,000 new ordinary shares of par value of HK\$0.03125 each (the "Placing Share"), at the placing price of HK\$0.15 per Placing Share (the "Placing") was passed by the shareholders of the Company. The Placing has completed on 21 May 2021. Please refer to the announcements and circular of the Company dated 16 April 2021, 4 May 2021 and 21 May 2021 for details of the Placing.

An extraordinary general meeting was held on 17 July 2020 in which the resolution to approve the proposed share consolidation of every twenty-five (25) issued and unissued shares of par value of HK\$0.00125 each be consolidated into one (1) consolidated share of par value of HK\$0.03125 each (the "Share Consolidation") was passed by the shareholders of the Company. The Share Consolidation became effective on 21 July 2020. Please refer to the announcements and circular of the Company dated 10 June 2020, 29 June 2020 and 17 July 2020 for details of the Share Consolidation.

The weighted average number of ordinary shares during the nine months ended 30 September 2020 have been adjusted for the Share Consolidation.

The diluted earnings/(losses) per share is the same as the basic earnings/(losses) per share as there were no dilutive potential ordinary shares outstanding for the period ended 30 September 2021. The effect of the exercise of share options was not included in the calculation of diluted earnings/(losses) per share as they are anti-dilutive during the period ended 30 September 2021.

9. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the nine months ended 30 September 2021 (2020: Nil).

10. RELATED PARTY DISCLOSURES

The Group has not entered into any related party transaction during the period under review.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS (CONTINUED)

10. RELATED PARTY DISCLOSURES (CONTINUED)

Compensation of key management personnel

The remuneration of executive directors of the Group was as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
Short-term benefits	41,800	42,402	130,400	137,812
Post-employment benefits	3,060	3,060	10,030	10,880
Share-based payment expenses	–	–	–	57,622
	44,860	45,462	140,430	206,314

The remuneration of executive directors of the Group is determined by having regard to the performance of individuals of the Group and market trends.

11. RESERVES

The movement of reserves are as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)	2021 S\$ (Unaudited)	2020 S\$ (Unaudited)
Currency translation reserve				
Foreign currency translation	(11,153)	28,998	(34,473)	(33,987)

12. CONTINGENT LIABILITIES (SECURED)

The Group has following contingent liabilities:

	30 September 2021 S\$ (Unaudited)	31 December 2020 S\$ (Audited)
Guarantee provided in respect of performance bonds in favor of customers	–	21,200

MANAGEMENT DISCUSSION AND ANALYSIS

GENERAL

During the nine months ended 30 September 2021, the Group was principally engaged in the design, fabrication, installation and maintenance of signage and related products and provision of fitting-out and renovation services for commercial premises and residential developments.

FINANCIAL REVIEW

For the nine months ended 30 September 2021, the Group recorded a revenue of approximately S\$13,461,000 (2020: S\$3,218,000) and profit of approximately S\$603,000 (2020: loss of approximately S\$2,902,000).

Revenue had increased by approximately 318.3% or S\$10,243,000. The gross profit and gross profit margin for the nine months ended 30 September 2021 was approximately S\$1,924,000 (2020: S\$61,000) and approximately 14.3% (2020: 1.9%) respectively. Increase of revenue is mainly due to the revenue generated for the fitting-out and renovation services business during the nine months ended 30 September 2021 and the improvement in construction demand during the ongoing COVID-19 pandemic.

Other income for the nine months ended 30 September 2021 included government grants of approximately S\$239,000 which is mainly in respect of COVID-19 related subsidies. The Group also recorded approximately S\$205,000 interest income which was mainly arise from loan receivables.

Other gains and losses for the nine months ended 30 September 2021 included approximately S\$261,000 of foreign exchange gain which was mainly arise from loan receivables and cash and cash equivalents denominated in Hong Kong dollars which was appreciating against Singapore dollars.

Selling and administrative expenses for the nine months ended 30 September 2021 was approximately S\$1,881,000 (2020: S\$3,301,000) representing an decrease of approximately S\$1,420,000 or 43.0% mainly due to lesser staff costs, advertisement expenses and legal and professional fees incurred.

The Group recorded a profit before tax for the nine months ended 30 September 2021 of approximately S\$697,000, compared to loss before tax of approximately S\$3,196,000 for the corresponding period in 2020.

Profit for the nine months ended 30 September 2021 was approximately S\$603,000, compared to loss of approximately S\$2,902,000 for the corresponding period in 2020.

BUSINESS REVIEW

Revenue from the sale of signage, bollard, variable-message signs, bus stops and aluminium railing in the public and private sectors in Singapore was amounted to approximately S\$5,996,000 and S\$3,218,000 for the nine months ended 30 September 2021 and 2020 respectively. The revenue has increased by approximately S\$2,778,000 mainly due to improvement in construction demand during COVID-19 pandemic.

The Group commenced the business of provision of fitting-out and renovation services for commercial premises and residential developments in the fourth quarter of 2020. The Group is responsible for the overall management of the contracted projects which involves sourcing, procurement and quality control of materials, arrangement of subcontractors, and supervision and inspection of the project progress until completion and may also provide design services upon clients' request. Revenue from this segment was amounted to approximately S\$7,465,000 during the nine months ended 30 September 2021.

PROSPECTS

Looking forward, the demand in the construction sector activities in Singapore will slowly recover, yet the construction industry in Singapore will remain challenging due to the ongoing COVID-19 pandemic which led to the fierce competition in bidding prices and higher material costs. The Group will dedicate more efforts in the business of provision of fitting-out and renovation services so as to diversify the business portfolio and broaden its source of income. The Group will continue to manage its expenditures, review the business strategy constantly and look for other business opportunities to cope with existing market environment in a cautious and prudent manner.

EMPLOYEE INFORMATION

As at 30 September 2021, the Group had an aggregate of 68 (2020: 83) employees.

The employees of the Group are remunerated according to their job scope and responsibilities. The local employees are also entitled to discretionary bonus depending on their respective performance. The foreign workers are employed on one or two year contractual basis and are remunerated according to their work skills.

Total staff costs, including Directors' emoluments, amounted to approximately S\$2,079,000 for the nine months ended 30 September 2021 (2020: approximately S\$2,567,000).

EVENTS AFTER THE REPORTING PERIOD

No significant events have taken place subsequent to 30 September 2021.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2021, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required 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 which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Aggregate long positions in the shares and underlying shares of the Company

<u>Name of Directors</u>	<u>Nature of interest</u>	<u>Number of shares held</u>	<u>Number of underlying shares held⁽²⁾</u>	<u>Approximate percentage of issued share capital</u>
Executive Directors:				
Tan Thiam Kiat Kelvin	Interest of controlled company ⁽¹⁾	39,337,600	–	17.56%
Kong Weishan	Beneficial owner	–	1,280,000	0.57%
Independent non-executive Directors:				
Lau Muk Kan	Beneficial owner	–	1,280,000	0.57%
Lock Kiu Yin	Beneficial owner	–	1,280,000	0.57%
Xiao Laiwen	Beneficial owner	–	1,280,000	0.57%

Note:

- (1) The entire issued share capital of Absolute Truth Investments Limited is beneficially owned as to 50% by Mr. Tan Thiam Kiat Kelvin and as to 50% by Mr. Tan Kwang Hwee Peter. Under the SFO, Mr. Tan Thiam Kiat Kelvin is deemed to be interested in all the shares held by Absolute Truth Investments Limited.
- (2) On 9 April 2020, the Company granted share options to Ms. Kong Weishan, Mr. Lau Muk Kan, Mr. Lock Kiu Yin and Mr. Xiao Laiwen under the share option scheme of the Company at an exercise price of HK\$0.45 per share (adjusted) with a validity period of two years from 9 April 2020 to 8 April 2022 (both days inclusive).

Save as disclosed above, as at 30 September 2021, none of the Directors and chief executive of the Company had any interests or short positions in any shares, debentures or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

As at 30 September 2021, the following substantial shareholders' and other persons' interest and short positions of 5% or more of the issued share capital of the Company were recorded in the register required to be kept under section 336 of Part XV of the SFO:

Aggregate long positions in the shares and underlying shares of the Company

Name of substantial shareholders	Nature of interest	Number of shares held	Approximate percentage of the issued share capital
Absolute Truth Investments Limited	Beneficial owner	39,337,600	17.56%
Tan Kwang Hwee Peter	Interest of controlled company ⁽¹⁾	39,337,600	17.56%

Note:

- (1) The entire issued share capital of Absolute Truth Investments Limited is beneficially owned as to 50% by Mr. Tan Thiam Kiat Kelvin and as to 50% by Mr. Tan Kwang Hwee Peter. Under the SFO, Mr. Tan Kwang Hwee Peter is deemed to be interested in all the shares held by Absolute Truth Investments Limited.

Save as disclosed above, as at 30 September 2021, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company, whose interests are disclosed above) who had an interest or short position in the securities of the Company which would fall to be disclosed to the Company and the Stock Exchange.

COMPETING BUSINESS

The Directors are not aware of any business and interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the nine months ended 30 September 2021.

SHARE OPTION

The Company has adopted a share option scheme (the "Share Option Scheme") on 21 September 2018.

On 9 April 2020, the Company granted a total of 12,800,000 share options (adjusted) to Directors and employees of the Group under the Share Option Scheme at an exercise price of HK\$0.45 per share (adjusted) with a validity period of two years from 9 April 2020 to 8 April 2022 (both days inclusive). The closing price of the Company's shares immediately before the date of grant is HK\$0.45 (adjusted).

During the nine months ended 30 September 2021, no share options was granted, exercised, lapsed or cancelled under the Share Option Scheme. As at 30 September 2021, there were 12,800,000 outstanding share options.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period under review.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board strives to uphold the principles of corporate governance as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules, and adopted various measures to enhance the internal control system, the Directors' continuous professional development and other areas of practice of the Company. While the Board strives to maintain a high level of corporate governance, it also works hard to create values and achieve maximum return for its shareholders. The Board will continue to conduct review and improve the quality of corporate governance practices with reference to local and international standards.

In the opinion of the Directors, the Company has complied with the CG Code for the nine months ended 30 September 2021.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code") as its own code governing securities transactions of the Directors. Having made specific enquiry of all the Directors, all of them confirmed that they have fully complied with the required standard of dealings as set out in the Model Code for the nine months ended 30 September 2021.

AUDIT COMMITTEE

The Company established an audit committee on 23 June 2015 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph C.3 of the CG Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules. The audit committee consists of three independent non-executive Directors namely Mr. Lock Kiu Yin, Mr. Xiao Laiwen and Mr. Lau Muk Kan. Mr. Lock Kiu Yin, a Director with the appropriate professional qualifications, serves as the chairman of the audit committee.

Among other things, the primary duties of the audit committee are to assist the Board in providing an independent view of the effectiveness of our Group's financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The audit committee has reviewed the Group's unaudited condensed consolidated results for the nine months ended 30 September 2021 and is of the opinion that such results has been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures has been made.

By order of the Board
KPM Holding Limited
Tan Thiam Kiat Kelvin
Chairman

Singapore, 5 November 2021

As at the date of this report, the Board comprises two executive Directors, namely, Mr. Tan Thiam Kiat Kelvin (Chairman) and Ms. Kong Weishan; and three independent non-executive Directors, namely, Mr. Lau Muk Kan, Mr. Xiao Laiwen and Mr. Lock Kiu Yin.