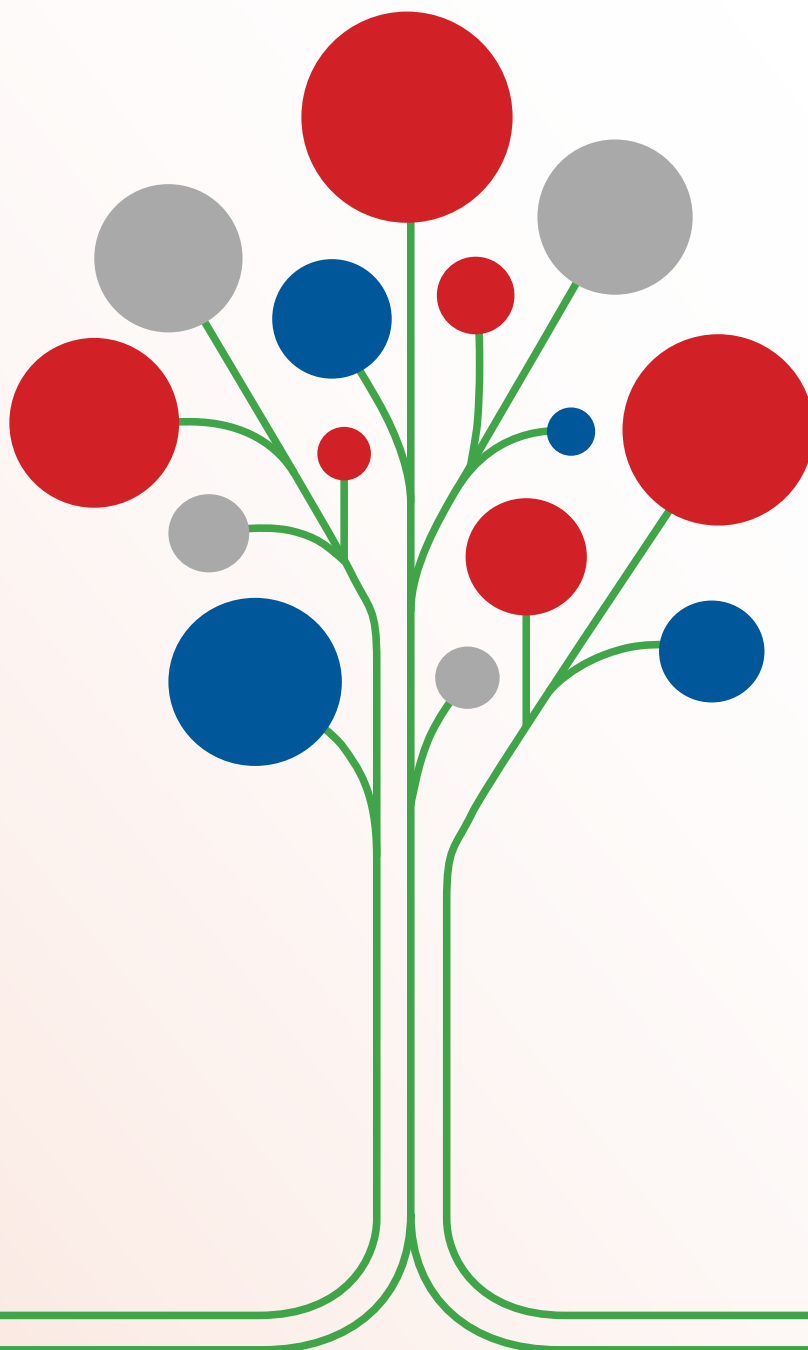



# ANNUAL REPORT 2017



**DRAGON GROUP  
INTERNATIONAL LIMITED**

A member of  **ASTI**

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# ABOUT



Founded in 1990, Dragon Group International Limited (“Dragon Group” or “DGI”) debuted on the Singapore Exchange-SESDAQ in September 1994. It subsequently progressed onto the Mainboard of the Singapore Exchange in September 1998. In June 2006, Dragon Group became a subsidiary of ASTI Holdings Limited (“ASTI”), one of the world’s leading semiconductor equipment and manufacturing services providers.

The Group’s principal business activities comprises distribution of electronic components and test consumables undertaken by Spire Technologies Pte Ltd; supply of semiconductor equipment, materials and tooling, undertaken by Dragon Equipment and Materials Technology Limited; and Nanjing Dragon Treasure Boat Development Co., Ltd., a subsidiary that is involved in the construction of the Dragon Treasure Boat. This project is a joint venture with the Gulou District Government of Nanjing. The Dragon Treasure Boat is a replica of Admiral Zhenghe’s treasure boat that sailed across the world in the Ming Dynasty.

The Group also engaged in the development of battery and storage solutions through EoCell. The research and development centre is located at the United States of America.

Headquartered in Singapore, Dragon Group has subsidiaries and representative offices across China, Hong Kong and Taiwan.

For more information please visit our website at [www.dragongp.com](http://www.dragongp.com).



# LETTER TO SHAREHOLDERS AND OPERATIONS REVIEW



***Our Watch-list status inevitably limited our options, nevertheless we will continue to work very hard on various proposals that may enable us to exit the Watch-list.***

*Dear Shareholders,*

After DGI received the extension on 14 November 2017 from SGX to exit the Financial Watch List by 3 March 2018, we continued pushing forward to explore various opportunities and solutions to our dilemma. DGI announced an MOU with Nanjing Argos Asset Management (Group) Limited on 23 June 2017 to explore the possibility of investing in two projects that the DGI is undertaking in Nanjing China. We are continuing our dialog and carrying along that line of pursuit. Since then, regulatory changes and enforcements in Nanjing have encroached upon our project and made our value proposition less attractive. In that light, it is prudent that we make provisions accordingly. DGI announced on 19 October, 2017 a Proposed Acquisition to acquire entire issued and paid up capital of precious metal mining company Coeur Gold Armenia Limited for approximately S\$500 million. We are working towards completion of the Proposed Acquisition. DGI received shareholders' approval through an Extraordinary General Meeting on 8 February, 2018 to complete an investment of US\$20 million into our subsidiary EoCell by Zhuhai Yinlong Energy Co. Upon completion of that investment, EoCell will become an associate of DGI.



## OPERATION REVIEW

### INCOME STATEMENT

The decrease in revenue for the year ended 31 December 2017 was mainly due to decreased sales in Group's distribution business.

The gross profit margin increased from 9.2% to 17.1% due to changes in sales mix.

General and administrative costs decreased in FY2017 due to the absence of allowances on doubtful trade and non-trade debts that were previously recorded in FY2016.

R&D costs increased in FY2017 due to higher R&D activities.

The other losses were related to impairment losses on PPE and long term prepayment. Following the review of previously mentioned items, the impairments were made accordingly.

### REVIEW OF STATEMENT OF FINANCIAL POSITION

#### Assets

Increase in intangible assets was due to research and development expenditure incurred during the year.

Decrease in property, plant & equipment was due to an impairment on the Dragon Treasure Boat project. This was partially offset by the addition of equipment purchased for the research and development activities in EoCell.

Prepayments in non-current assets were fully impaired after assessment.

Trade debtor balance was higher due to increased sales during the quarter.

Amount due from holding company decreased due to repayments made during the year.

#### Liabilities

The increases in trade creditors and accruals were mainly due to the costs accrued relating to the boat.

The increase in other creditors was due to increases in the amounts due to related parties.

Amount due to holding company represented advances from the holding company.

### Equity

As at 31 December 2017, the Group had negative US\$2.1 million in shareholders' equity.

### CASHFLOW

The Group utilised US\$2.6 million for its operating activities. US\$1.0 million was used to purchase property, plant and equipment; US\$0.2 million was invested in a development project; US\$1.5 million was invested in research and development activities; and US\$0.1 million was received from disposal of a club membership. The Group generated US\$3.9 million from financing activities.

Cash and cash equivalents decreased US\$1.2 million from US\$2.4 million (as at 31 December 2016) to US\$1.2 million (as at 31 December 2017).

### OUTLOOK

Our Watch-list status inevitably limited our options, nevertheless we will continue to work very hard on various proposals that may enable us to exit the Watch-list. Upon completion of the investment into EoCell by Zhuhai Yinlong Energy Co., there may be more opportunities for DGI to find solutions to improve our current situation.

### IN APPRECIATION

I would like to thank all of our customers, principals, bankers, and shareholders for their confidence and trust in us, and I look forward to your support in the new financial year. To our shareholders, your support will be very important to us, and your vote of confidence will give us the needed encouragement as we continue our attempt to exit the Watch-list and bring value to all our stakeholders.

Your Sincerely,

**DATO' MICHAEL LOH**

*Executive Chairman and Chief Executive Officer*

# BOARD OF DIRECTORS



**Dato' Michael Loh Soon Gnee, 62**  
Executive Chairman and Chief Executive Officer

*Bachelor of Science  
Double Major in Business Economics & Chemical Engineering  
State University of New York, Buffalo, USA*

Dato' Loh has a distinguished career in the semiconductor industry. He brings with him close to 40 years of knowledge and experience in wafer fabrication, research and development and assembly, testing and distribution of semiconductor products. Having spent 20 years in Silicon Valley, USA, Dato' Loh has abundant practical business experiences and a vast network of contacts in the semiconductor industry. Dato' Loh is also the Executive Chairman and Chief Executive Officer of the SGX Mainboard-listed ASTI Holdings Limited and SGX-Catalist-listed Advanced Systems Automation Limited.

**Current Listed Companies' Directorships**

- Dragon Group International Limited
- ASTI Holdings Limited
- Advanced Systems Automation Limited

**Past 3 Years Listed Companies' Directorships**

- None



**Mr Timothy Lim Boon Liat, 53**  
Group Administrative Officer and Executive Director

*Diploma in Sales and Marketing, CIMUK*

Mr Lim brings with him close to 30 years of experience in the regional semiconductor industry. As the Group Administrative Officer, he is responsible for the Admin, HR and Legal operations of the Group including that of its holding company ASTI Holdings Limited and SGX-Catalist-listed Advanced Systems Automation Limited. Prior to this, Mr Lim has held various positions during his career including sales and management.

**Current Listed Companies' Directorships**

- ASTI Holdings Limited
- Dragon Group International Limited

**Past 3 Years Listed Companies' Directorships**

- None



**Mr Mohd. Sopiyan B. Mohd Rashdi, 55**  
Independent Director  
Audit Committee Chairman

*Chartered Accountant, Malaysian Institute of Accountants Malaysia (MIA:7391)  
Degree in Accountancy, University iTM, Malaysia*

Mr Mohd Sopiyan brings with him a wealth of experience from his previous employment with Maybank Finance Bhd, Bank Negara Malaysia, Edaran Digital System Bhd Group of Companies and Financial Advisory Services where he was responsible for the accounting, financial, corporate finance, budgeting, treasury management and tax matters.

During his tenure with Bank Negara, he was attached to the Bank's regulatory department which oversees and monitors financial institutions. He was subsequently seconded to TPU Sdn Bhd, a company formed by Bank Negara to restructure and rehabilitate companies facing financial problems during the recession in the 1980s. Mr Mohd Sopiyan was the Chief Executive Officer of PT Dragon Terra Venture, a company involved in capital market activities including corporate finance and fund raising exercises in Indonesia.

Currently, Mr Mohd Sopiyan is the Chief Executive Officer or President Director of PT Envy Technology Indonesia, a company involved in ICT Infrastructure & Security Services provider in Indonesia since June 2014.

**Current Listed Companies' Directorships**

- Dragon Group International Limited
- Advanced Systems Automation Limited

**Past 3 Years Listed Companies' Directorships**

- Wintoni Group Berhad
- Winsun Technology Bhd



**Dr Kenneth Yu Keung Yum, 70**  
Independent Director  
Nominating Committee Chairman

*PhD Electrical Engineering and Applied Physics, Stanford University*

Dr Yu brings with him over 35 years of experience from the areas of technology, product design and management. He had spent 16 years with Lattice Semiconductor Corp during which he started and managed a subsidiary company in Shanghai, China.

An expert in all facets of semiconductor equipment and technologies, Dr Yu has done memory and ASIC designs and is familiar with applications ranging from PLDs, processors, telephony ICs to CCD imagers. He is the co-author of 25 technical articles and owner of 8 patents.

Dr Yu's present interest is developing the technology to operate a generalized IoT network seamlessly, and to apply Big Data Analytic to sensor data collected by IoT networks.

**Current Listed Companies' Directorships**

- Dragon Group International Limited
- Advanced Systems Automation Limited

**Past 3 Years Listed Companies' Directorships**

- None



**Mr Peter Lai Hock Meng, 62**  
Independent Director

*Bachelor of Arts (Honours) Economic, Cambridge University, UK  
Master of Arts, Cambridge University, UK  
Chartered Financial Analyst, CFA Institute, USA*

Mr Lai brings with him a wealth of experience from the financial industry and corporate governance good practices. Chairman of HML Consulting Group, he held various senior management positions in banking institutions including Morgan Grenfell Asia & Partners Securities, SocGen Crosby Securities, Citigroup Private Bank and OCBC Private Bank. Currently, Mr Lai is a lead independent director of Delong Holdings Ltd, and non-executive director of Champ Buyout III Pte Ltd and Riverside Asia Partners Pte Ltd.

**Current Listed Companies' Directorships**

- Dragon Group International Limited
- Delong Holdings Ltd

**Past 3 Years Listed Companies' Directorships**

- ASTI Holdings Limited
- China Essence Group Ltd
- China Oilfield Technology Services Group Ltd
- Success Dragon International holdings Ltd (f.k.a. CY Foundation Group Limited)
- CFM Holdings Limited
- PureCircle Ltd



# BOARD OF DIRECTORS



**Dr Daniel Yeoh, Ph. D., 45**  
Remuneration Committee Chairman

*PhD (Finance), Australian National University  
Bachelor of Commerce (Hons), University of Adelaide  
Bachelor of Economics, University of Adelaide*

Dr Daniel Yeoh possesses a well-balanced academic excellence and extensive exposure in entrepreneurial and investment banking—involved in a wide range of financial products such as initial public offerings, mergers and takeovers, fund raising, and various other corporate advisories, and was responsible in establishing the investment banking business for CIMB Investment Bank in the Northern Region of Malaysia, managing a large group of corporate clients.

Post-investment-banking, he heightens his entrepreneurship career through holding various senior leadership positions in sectors such as FMCG, luxury retail, customer engagement and loyalty services for premium lifestyle, national stock exchange, international school, budget hotels chain and so forth. He has a strong track record as a board member especially in bringing companies from start-up stage to commercialisation stage and pre-IPO stage.

Dr Yeoh is a recipient of two Australian prestigious scholarships, whose PhD thesis was published in 2004 (co-authored with Professor Tim Brailsford) in one of the most acclaimed international finance journals, *Journal of Business*, entitled "An empirical examination of physical asset expenditure announcements in the Australian context: Growth opportunities and agency contexts".

# KEY MANAGEMENT

**Mr Anthony Loh**  
Financial Controller

Mr Loh joined the Group in 2017 and has over 20 years of experience in finance and accounting. He is overall in charge of the Group's Finance Team and is also the Financial Controller of ASTI Holdings Limited and Advanced Systems Automation Limited. Prior to joining the Group, Mr Loh has extensive working experience in MNCs, GLCs and SMEs. He is a Chartered Accountant, a non-practising member of Institute of Singapore Chartered Accountants and holds an Association of Chartered Certified Accountants (ACCA) qualification.

**Mr Michael Pak**  
Chief Executive Officer,  
EoCell Inc./EoCell Ltd.

Mr Pak joined EoCell in 2015 and brings with him 19 years of experience in the Lithium-ion battery and Catalyst related industry where he gained extensive knowledge and experience in engineering, product management and sales. Mr Pak holds a Bachelor of Science in Engineering Science, Harvard University.



# FINANCIAL HIGHLIGHTS

RESULT OF OPERATIONS	2015	2016	2017
	US\$'000	US\$'000	US\$'000
<b>STATEMENT OF THE GROUP RESULTS</b>			
Turnover	2,339	3,576	1,944
Adjusted EBITDA*	(4,704)	(5,058)	(4,447)
Loss before income tax	(14,276)	(6,696)	(8,154)
Income tax	3	(48)	(55)
Loss for the year	(14,273)	(6,744)	(8,209)
Attributable to:			
Equity holders of the Company	(10,847)	(6,738)	(6,468)
Non-controlling interests	(3,426)	(6)	(1,741)
	(14,273)	(6,744)	(8,209)
Loss per share (cents)	(3.2)	(1.9)	(1.9)
<b>FINANCIAL POSITION OF THE GROUP</b>			
Intangible assets	116	1,618	3,103
Property, plant & equipment	399	2,636	811
Investment in associate	8	-	-
Available-for-sale financial assets	636	15	18
Prepayment	491	658	-
Current assets	13,178	4,262	2,257
Total Assets	14,828	9,189	6,189
Equity attributable to equity holders of the Company	13,367	7,086	304
Non-controlling interest	(484)	(623)	(2,428)
	12,883	6,463	(2,124)
Deferred liabilities	-	-	3
Current liabilities	1,945	2,726	8,310
Total Equity and Liabilities	14,828	9,189	6,189
NAV per share (cents)	3.84	2.04	0.09
Weighted average number of shares in the year	341,247,403	347,944,511	347,944,511
Number of shares as at end of year	347,944,511	347,944,511	347,944,511
<b>TURNOVER AND PROFITABILITY</b>			
Analysis by Activities			
Turnover			
Electronics Distribution	2,339	3,576	1,944
Technology Investments & Others	-	-	-
	2,339	3,576	1,944
(Loss)/profit before tax			
Electronics Distribution	(215)	(2,116)	191
Technology Investments & Others	(14,061)	(4,580)	(8,345)
	(14,276)	(6,696)	(8,154)

\* Adjusted EBITDA = earnings before interest, taxes, depreciation, amortisation, impairment losses and realisation of reserves.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive:

Dato' Michael Loh Soon Gnee  
*Executive Chairman and  
Chief Executive Officer*

Timothy Lim Boon Liat  
*Group Administrative Officer and  
Executive Director*

### Non-Executive:

Mohd. Sopiyan B. Mohd. Rashdi  
*Lead Independent Director*

Dr Kenneth Yu Keung Yum  
*Independent Director*

Dr Daniel Yeoh Ghee Chong  
*Independent Director*

Peter Lai Hock Meng  
*Independent Director*

## AUDIT COMMITTEE

Mohd. Sopiyan B. Mohd. Rashdi  
*Chairman*

Peter Lai Hock Meng  
Dr Kenneth Yu Keung Yum

## NOMINATING COMMITTEE

Dr Kenneth Yu Keung Yum  
*Chairman*

Mohd. Sopiyan B. Mohd. Rashdi  
Peter Lai Hock Meng

## REMUNERATION COMMITTEE

Dr Daniel Yeoh Ghee Chong  
*Chairman*

Mohd. Sopiyan B. Mohd. Rashdi  
Dr Kenneth Yu Keung Yum

## COMPANY SECRETARY

Dayne Ho Chung Wei

## EXECUTIVE OFFICER

Anthony Loh  
*Financial Controller*

Michael Pak  
*Chief Operating Officer,  
EoCell Inc./EoCell Ltd.*

## REGISTERED OFFICE

1 Robinson Road #18-00  
AIA Tower  
Singapore 048542  
Tel: (65) 6535 1944  
Fax: (65) 6535 8577

## BUSINESS OFFICE

Blk 25, Kallang Avenue, #06-01,  
Kallang Basin Industrial Estate,  
Singapore 339416  
Tel: (65) 6392 6922  
Fax: (65) 6392 5522

## SHARE REGISTRAR

Boardroom Corporate &  
Advisory Services Pte. Ltd  
50 Raffles Place, #32-01,  
Singapore Land Tower,  
Singapore 048623  
Tel: (65) 6536 5355  
Fax: (65) 6536 1360

## INDEPENDENT AUDITOR

Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583

## Audit Partner-In-Charge:

Simon Yeo  
(Since the financial year ended  
31 December 2015)

## PRINCIPAL BANKERS

Malayan Banking Berhad  
Oversea-Chinese Banking Corporation  
Limited  
United Overseas Bank Limited



# APPENDIX 1

DRAGON GROUP INTERNATIONAL LIMITED | ANNUAL REPORT 2017

## CORPORATE GOVERNANCE REPORT



# CORPORATE GOVERNANCE REPORT

Year ended 31 December 2017

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Dragon Group International Limited (the "**Company**") and its subsidiaries (collectively, the "**the Group**") are committed to maintaining a high standard of corporate governance and to comply with the Singapore Code of Corporate Governance 2012 ("**CCG**" or the "**Code**"). The Group has materially complied with all principles and guidelines set out in the Code. In areas where the Company deviates from the Code, we have provided the rationale, where appropriate. The Board of Directors (the "**Board**") of the Company believes that good corporate governance is essential to the stability and sustainability of the Group's performance, and hence maximisation of long-term shareholder value.

This Report describes the corporate governance practices of the Group that were in place throughout the financial year ended 31 December 2017 ("**FY2017**") with specific references to the Code.

## BOARD MATTERS

### Principle 1: The Board's Conduct of its Affairs

The Company has an effective board that is able to lead and control the Company. The Board is collectively responsible for the success of the Company. The Board works with the management of the Company ("**Management**") to achieve this and Management remains accountable to the Board.

The Board endeavours to provide shareholders with balanced and understandable assessments of the Group's performance, financial position and prospects on a quarterly basis. This responsibility extends to the provision of interim and other price sensitive public reports including those to regulators (if and whenever required).

The principal functions of the Board are:

- providing entrepreneurial leadership, setting strategic aims and to ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- reviewing the Management's performance;
- setting the Company's values and standards (including ethical standards) to ensure that obligations to shareholders are understood and met;
- overseeing the processes for risk management, financial reporting and compliance and evaluate the adequacy of internal controls;
- approving the nominations of Board Directors as recommended by Nominating Committee (the "**NC**") and appointments to the various Board committees;
- identifying the key stakeholder group and recognizing that their perceptions affect the Group's reputation;
- appointing the Group Chief Executive Officer and reviewing and endorsing the framework of remuneration for the Board and key executives as may be recommended by the Remuneration Committee (the "**RC**");
- considering sustainability issues, e.g., environmental and social factors, as part of the strategic formulation;
- approving annual budgets, major funding proposals, investment and divestment proposals of the Company; and
- providing oversight in the proper conduct of the Company's business and assume responsibility for corporate governance.

The Group has adopted and documented internal guidelines setting forth matters that require Board approval. The types of material transactions that require Board approval under such guidelines are listed below:

- strategies and objectives of the Group;
- announcement of quarterly and full year results and release of annual reports;
- issuance of shares;
- declaration of interim dividends and proposal of final dividends;
- convening of shareholders' meetings;

# CORPORATE GOVERNANCE REPORT

- investment and divestments;
- commitments to terms loans and lines of credits from banks and financial institutions;
- interested person transactions (including, inter alia, conflict of interest issues relating to substantial shareholders of the Company and/or Directors);
- approval of corporate strategies;
- corporate or financial restructuring; and
- authorisation or approval of merger and acquisition transactions.

Typically, any transaction that is significantly relative to the financial position of the Group would require Board approval.

All Directors exercise due diligence and independent judgment, and make decisions objectively in the best interests of the Group.

The Board has delegated certain functions to various board committees, namely the Audit Committee (the “**AC**”), the NC and the RC. Each of the various board committees has its own written terms of reference and whose actions are reported to and monitored by the Board. The Board accepts that while these various board committees have the authority to examine particular issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

Regular meetings of the Board and of the other committees are convened, and the number of meetings and attendance by the respective Members are set out in the table on page 4 of this report.

Apart from the matters that specifically require the Board’s approval, the Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Management so as to optimise operational efficiency.

Whenever a new Director is appointed on the Board, the Company will provide a formal letter to such new Director, setting out, amongst other things, his duties and obligations and will also ensure that the new Director receives a thorough orientation programme to update him with all information necessary or desirable for him to understand the Company’s businesses and governance practices. Depending on the need, new Directors may be put through house sessions to acquaint them on Directors’ duties and compliance with the relevant bodies of law in the performance of their duties. On an on-going basis, the Company will provide further information and updates on the Group and its business to the Board members, including any changes in legislation or regulations that may impact the Company’s conduct of its business or affect the Directors in discharging their duties to the Company. Additional training will be provided and funded, as and when necessary, to the Directors. The NC reviews and makes recommendations on the training and professional development programs to the Board.

## **Principle 2: Board Composition and Guidance**

There is a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently. The Board presently comprises six (6) Directors, four (4) of whom are Independent Directors. There is therefore a strong independent element on the Board as more than half of the Board comprises Independent Directors and no individual or group of individuals is able to dominate the Board’s decision-making process.

The Board examines its size and composition of the Board and board committees on an annual basis. It takes great pride in the composition of its Board, which as a group, provide an appropriate balance and diversity of skills, experience and knowledge of the Group, as well as core competencies including that of accounting, finance, business development, management, relevant industry knowledge, strategic planning and customer-based experience and knowledge. The Board is therefore well placed to lead, providing entrepreneurial and strategic leadership, and ensuring that the necessary financial and human resources are in place for the Group to meet its objectives.

The Independent Directors are encouraged to constructively challenge and help to develop business proposals tabled by Management. They have also monitored and reviewed the reporting of the performance of Management in meeting agreed goals and objectives. To facilitate a more effective check on Management, the Independent Directors meet regularly without the presence of Management and the other Directors.

Taking into account the nature and scope of the Group’s operations and the requirements of its near-term business plans, the Board is of the view that its current size and composition is appropriate and believes that it provides sufficient diversity without affecting the effectiveness and efficiency of decision-makings.

# CORPORATE GOVERNANCE REPORT

## Principle 3: Executive Chairman and Chief Executive Officer (“CEO”)

The Executive Chairman assumed additional responsibilities as CEO of the Company in 2008. The Board is of the opinion that given the Chairman’s vast experience and past contributions, adopting a single leadership structure will enable a more efficient decision-making process and bring greater value to the Group.

The Executive Chairman and CEO provides input on broad strategic directions for the Company and manages the daily running of the business. He leads the Board to ensure its effectiveness on all aspects of its role and sets its agenda such that adequate time is available for discussion of all agenda items, in particular strategic issues. He also bears the responsibilities of ensuring an accurate, timely and clear flow of information to the Directors, promoting a culture of openness and debate at the Board, ensuring effective communication with shareholders, encouraging constructive relations between the Board and Management, facilitating effective contribution of the Independent Directors and promoting high standards of corporate governance. As a general rule, Board papers are sent to Directors well in advance for Directors to review and be adequately prepared for the meeting. Management staff who have prepared the information, or who can provide additional insight into the matters to be discussed are invited to carry out presentations or attend the Board meeting as appropriate at the relevant time. In order to promote a culture of openness and debate at the Board, both Management and the Independent Directors are encouraged to contribute at the Board meetings.

All major decisions made by the Executive Chairman and CEO are reviewed by the Board and AC. His performance and appointment to the Board is reviewed periodically by the NC and his remuneration is reviewed periodically by the RC. Both the NC and RC comprise of Independent Directors. As such, the Board is of the opinion that there are adequate safeguards in place against concentration of power and authority in a single individual.

In view of the fact that the Executive Chairman and the Group CEO is the same person, half of the Board comprises of Independent Directors. In addition, the Board has also appointed a Lead Independent Director, Mr Mohd. Sopiyan B. Mohd. Rashdi, in accordance with recommendations under the Code, to provide a channel for shareholders to raise any issue of concern for which communication through the Executive Chairman and CEO, or the Financial Controller may not be appropriate in some circumstances. The Lead Independent Director leads the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board. The Lead Independent Director is the principal liaison on Board issues between the Independent Directors and the Executive Chairman and Group CEO.

To facilitate a more efficient check on Management and the Executive Chairman and CEO, the Independent Directors have been encouraged to meet without the presence of Management and the Executive Chairman and CEO on separate occasions. The Independent Directors, led by the Lead Independent Director, meet amongst themselves without the presence of the other directors where necessary, and the Lead Independent Director then provides feedback to the Executive Chairman and CEO after such meetings.

## Principle 4: Board Membership

The nature of the Directors’ appointments on the Board and details of their membership on the Board Committees are set out below:

### Board and Committee Membership

The Directors and Board Committee members at the date of this annual report are:

Directors	Board Membership	Committee Membership		
		Audit	Remuneration	Nominating
Dato’ Michael Loh Soon Gnee	Executive	N.A.	N.A.	N.A.
Mr Timothy Lim Boon Liat	Executive	N.A.	N.A.	N.A.
Mr Mohd. Sopiyan B. Mohd. Rashdi	Lead Independent	Chairman	Member	Member
Dr Kenneth Yu Keung Yum	Independent	Member	Member	Chairman
Dr Daniel Yeoh Ghee Chong	Independent	N.A.	Chairman	N.A.
Mr Peter Lai Hock Meng	Independent	Member	N.A.	Member

The academic and professional qualifications of the Directors are set out in the Directors’ profile on pages 4 to 6 of the annual report. The shareholding of each Director is set out in the Directors’ Statement under the Section “Directors of the Company” on page 1 in the Directors’ Statement in Appendix 2 of this annual report.

# CORPORATE GOVERNANCE REPORT

## Attendance at Board and Committee Meetings

The Board meets at least 4 times each year and as and when warranted by particular circumstances, as deemed appropriate by the Board. As a general rule, materials for Board meetings are sent to the Directors in advance in order for the Directors to be adequately prepared for the meetings.

The frequency of the meetings of the Board and its various Committees and the attendance by the Directors for FY2017 are set out below:

	Board	Audit Committee	Remuneration Committee	Nominating Committee
<b>No. of Meetings</b>	<b>6</b>	<b>4</b>	<b>1</b>	<b>2</b>
<b>Directors</b>				
Dato' Michael Loh Soon Gnee	6	4*	1*	2*
Mr Timothy Lim Boon Liat	6	4*	1*	2*
Dr Kenneth Yu Keung Yum	6	4	1	2
Mr Mohd. Sopiyan B. Mohd. Rashdi	6	4	1	2
Dato' Shaarani B. Ibrahim <sup>^</sup>	1	1	1	1
Dr Daniel Yeoh Ghee Chong <sup>#</sup>	4	3	-	-
Mr Peter Lai Hock Meng <sup>##</sup>	4	3	-	-

\* *By Invitation*

<sup>^</sup> *Dato' Shaarani B. Ibrahim resigned as director of the Company on 17 April 2017*

<sup>#</sup> *Dr Daniel Yeoh Ghee Chong was appointed a director of the Company on 9 May 2017*

<sup>##</sup> *Mr Peter Lai Hock Meng was appointed a director of the Company on 15 May 2017*

## Board Appointments

The NC makes recommendations to the Board on all Board appointments and re-appointments. The members of the NC, namely Dr Kenneth Yu Keung Yum (NC Chairman), Mr Mohd. Sopiyan B. Mohd. Rashdi and Mr Peter Lai Hock Meng are all non-executive Independent Directors. The Lead Independent Director is a member of the NC.

The key terms of reference of the NC include the following:

- review board succession plans for Directors, in particular, the Executive Chairman and CEO;
- development of a process for evaluation of the performance of the Board, its Board Committees and Directors;
- review of training and professional development programs for the Board;
- appointment and re-appointment of Directors;
- evaluate and determine the independence of the Independent Directors; and
- evaluate whether a Director, with multiple board representations, is able to and has been adequately carrying out his duties as Director of the Company.

## Process for Selection and Appointment of New Directors

When required, the search and nomination process for new Directors will be through search companies, contacts or recommendations that go through the normal selection process, to cast the net as wide as possible for the right candidate. The NC assesses the suitability of the candidate based on his skills, knowledge and experience and ensures that he is aware of the expectations and the level of commitment required, before recommending the potential candidate to the Board for appointment as Director. The Company's Constitution provides that a newly appointed Director during the financial year must retire and submit himself for re-appointment at the Annual General Meeting (the "AGM") following his appointment. Thereafter, he is subject to re-appointment at least once every three years.

# CORPORATE GOVERNANCE REPORT

## Retirement and Re-election of Directors

The NC is responsible for re-appointment of Directors. In its deliberations on the re-appointment of existing directors, the NC takes into consideration the Director's contribution and performance (including his or her contribution and performance as an independent director, if applicable).

The assessment parameters include attendance record, preparedness, intensity of participation and candour at meetings of the Board and Board Committees as well as the quality of intervention and special contribution.

All Directors submit themselves for re-nomination and re-appointment at regular intervals of at least once every three years. The Company's Constitution provides that one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation and be subject to re-appointment at the Company's AGM. As part of the process for the selection, appointment and re-appointment of Directors, the NC will consider the composition and progressive renewal of the Board.

The shareholding of each Director is set out in the Directors' Statement under the Section "Directors' interests in shares and debentures" on page 1 of the Directors' Statement in Appendix 2 of this annual report.

The dates of initial appointments and last re-election of the persons who are Directors as at the date of this annual report are set out below:

Directors	Designation	Date of Appointment	Date of Last Re-election
Dato' Michael Loh Soon Gnee	Executive Chairman & CEO	23 October 2003	28 April 2017
Mr Timothy Lim Boon Liat	Executive Director	12 August 2009	29 April 2016
Dr Kenneth Yu Keung Yum	Independent Director	1 March 2010	30 April 2015
Mr Mohd. Sopiyan B. Mohd. Rashdi	Lead Independent Director	16 February 2011	28 April 2017
Dr Daniel Yeoh Ghee Chong	Independent	9 May 2017	Not Applicable
Mr Peter Lai Hock Meng	Independent	15 May 2017	Not Applicable

Having considered the effectiveness and contributions of each Director, the NC nominates and recommends the following Directors to be re-elected at the forthcoming AGM of the Company:

Mr Lim Boon Liat Timothy	Executive Director
Dr Kenneth Yu Keung Yum	Independent Director
Dr Daniel Yeoh Ghee Chong	Independent Director
Mr Peter Lai Hock Meng	Independent Director

Each member of the NC abstains from making any recommendations and/or participating in any deliberation of the NC and from voting on any resolution, in respect of the assessment of his performance or re-nomination as Director.

## Confirmation of Independence of Directors

The NC is also responsible for determining the independence of Directors annually and as and when the circumstances require, bearing in mind the Guidelines set forth in the Code and any other salient factor which would render a director to be deemed not independent. A director who has no relationship with the Group, its related corporations, officers or its shareholders with shareholdings of 10% or more in the voting shares of the Company that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Group, is considered to be independent. For the purpose of determining directors' independence, every Independent Director has provided a declaration of their independence which is deliberated upon by the NC and the Board.

For good corporate governance, the Board carries out rigorous review of the contribution and independence of Directors who has served on the Board beyond nine years from the date of their appointment and if necessary, may exercise its discretion to extend the tenures of these directors. Presently there are no Independent Directors that have served on the Board for more than nine years since their initial appointment.

# CORPORATE GOVERNANCE REPORT

In its annual review for FY2017, the NC and the Board, having considered the guidelines set out in the Code, have confirmed the status of the following Directors:

Mr Mohd. Sopiyan B. Mohd. Rashdi	Lead Independent
Dr Kenneth Yu Keung Yum	Independent
Dr Daniel Yeoh Ghee Chong	Independent
Mr Peter Lai Hock Meng	Independent

## Directors' Time Commitment and Multiple Directorships

Although some of the Directors have multiple Board representations, the NC is satisfied that each Director is able to and has been adequately carrying out his duties as a Director of the Company.

The NC has adopted internal guidelines addressing competing time commitments that are faced when directors serve on multiple boards. The internal guideline provides that, as a general rule, each Director should hold no more than ten listed company board representations. The guideline includes the following:

- Directors must consult the Chairman of the Board and the NC Chairperson prior to accepting any new appointments as a director and other principal commitments; and
- In support of their candidature for directorship or re-appointment, directors are to provide the NC with details of the board appointment and other principal commitments and an indication of the time involved.

The NC determines annually whether a director with multiple board representations and/or other principal commitments is able to and has been adequately carrying out his duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. For FY2017, the directorships for each Director did not exceed the Company's guideline for maximum listed company board representations and the Board is of the view that the Directors have discharged their duties adequately. The Board is guided by the principles set out in Guideline 4.5 of the Code in the appointment of alternate directors. There are currently no alternate directors on the Board.

## Principle 5: Board Performance

In accordance with the terms of reference of the NC as approved by the Board, the NC has adopted a system for assessing the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board. While the Code recommends that the NC be responsible for assessing the Board as a whole and the board committees and also assessing the individual evaluation of each Directors' contribution, the NC is of the view that it is more appropriate and effective to assess the Board and Board Committees as a whole as each member of the Board contributes in a different way to the success of the Company and Board decisions are made collectively.

All the Directors have made an assessment of the effectiveness of the Board as a whole. There is also a system of peer assessment of each Director by their fellow Directors at least once annually where each Director completes a peer evaluation form which is designed to seek their views on the various aspects of the performance of the Board performance so as to assess the overall effectiveness of the Board. These peer assessments are collated by the company secretary and consolidated responses are presented to the NC for review and are taken into account when the NC assesses and makes recommendations to the Board as to whether the retiring Directors are suitable for re-election/re-appointment in consultation with the Executive Chairman and CEO.

For the year under review, the NC and the Chairman took note of, *inter alia*, each individual Director's attendance at meetings of the Board, Board committees and at general meetings; level of participation in discussions at meetings; the individual Director's functional expertise and his/her commitment of time to the Company and contribution of each Director towards the Board's effectiveness and competences and took such factors into consideration when accessing the performance of the individual Directors. The NC, having reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole for the financial year reported on, and the peer assessment of each Director, is of the view that the performance of the Board as a whole, and the contribution of each Director to the effectiveness of the Board has been satisfactory.

# CORPORATE GOVERNANCE REPORT

## **Principle 6: Access to Information**

The Board oversees the management of the business affairs and operations of the Group and establishes from time to time, strategies and financial initiatives implemented by Management. In order to fulfil their responsibilities, Board members were provided with complete, adequate and timely information prior to board meetings and on an on-going basis. Such information includes background or explanatory information relating to matters brought before the Board. They are also given detailed management information including specific divisional performance, variance analysis, budgets, forecasts, funding position and business updates of the Company prior to each Board meeting. The Board also duly monitors Management's performance and has separate and independent access to Management.

To allow Directors sufficient time to prepare for the meetings, all Board and Board Committee papers are distributed to Directors in advance of the meetings. Any additional material or information requested by the Directors is promptly furnished. Employees who can provide additional insight into matters to be discussed will be present at the relevant time during the Board and Board Committee meetings.

To facilitate direct access to the senior management, Directors are also provided with the names and contact details of the Management.

The Executive Chairman and CEO updates the Board during the quarterly Board meetings on the Group's strategies and business environment to keep the members of the Board abreast of the Group businesses and activities.

The appointment and removal of the Company Secretary, as well as any change thereof, is a matter for the Board's decision. The Directors have separate and independent access to the Company Secretary and/or General Counsel. Duties of the Company Secretary and/or General Counsel include ensuring that Board procedures are followed and compliance with applicable rules and regulations including the Companies Act (Cap. 50) of Singapore ("**Companies Act**") and the SGX-ST's Listing Manual. The Company Secretary and/or General Counsel, under the direction of the Executive Chairman and CEO, also ensure good information flows within the Board and its Committees and between senior management and non-executive Directors. The Company Secretary and/or General Counsel attend all Board and AC meetings. The appointment and removal of the Company Secretary is a matter for the Board as a whole.

In carrying out their obligations as Directors of the Company, access to independent professional advice is, if necessary, available to all Directors, either individually or as a group, at the expense of the Company.

## **REMUNERATION MATTERS**

### **Principle 7: Procedures for Developing Remuneration Policies**

#### **Remuneration Committee**

The Board has set up an RC comprising three non-executive Independent Directors, namely Dr Daniel Yeoh Ghee Chong (RC Chairman), Mr Mohd. Sopiyan B. Mohd. Rashdi and Dr Kenneth Yu Keung Yum. There is a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No Director is involved in deciding his own remuneration.

The RC's principal responsibilities are to:

- recommend to the Board base salary levels, benefits and incentive programs, and also to identify components of salary which can best be used to attract management staff in achieving corporate objectives;
- approve the structure of the compensation programme (including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits in kind) for Directors and senior management to ensure that the programme is competitive and sufficient to attract, retain and motivate senior management of the required quality to run the Company successfully;
- review, on an annual basis, the specific compensation packages of the Company's Directors, CEO and senior management personnel and determine the appropriate adjustments; and
- review and submit to the Board proposals for the setting-up of share option schemes or long term incentive schemes.

The members of the RC carry out their duties in accordance with the terms of reference which include the following:

- review and recommend to the Board for endorsement, a general framework of remuneration for the Board and key management personnel. The framework covers all aspects of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, grant of shares and share options and benefits in kind;

# CORPORATE GOVERNANCE REPORT

- review and recommend to the Board, the specific remuneration packages for each director as well as for the key management personnel;
- review the level and mix of remuneration and benefits, policies and practices of the Company, including the long-term incentive schemes on an annual basis. The performance of the Company and that of individual employees would be considered by the RC in undertaking such reviews;
- implement and administer the Company's share option plan, if any;
- review the Group's obligations arising in the event of termination of the executive directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous; and
- review the development of senior staff and assess their strengths and development needs based on the Group's leadership competencies framework, with the aim of building talent and maintaining strong and sound leadership for the Group.

There are appropriate and meaningful measures in place for the purpose of assessing the performance of Executive Directors and senior management personnel.

The RC has access to appropriate expert advice in the field of executive remuneration outside the Company if required. The RC will ensure that the consultant does not have any connection with the Group or any of its Directors which could affect his independence and objectivity. No remuneration consultants were engaged by the Company during FY2017.

## **Principle 8: Level and Mix of Remuneration**

In setting remuneration packages, the RC considers the level and mix of remuneration to attract, retain and motivate the Executive Directors needed to run the company successfully. A significant proportion of Executive Directors' remuneration should be structured so as to link rewards to corporate and individual performances.

In this regard, the RC:

- takes into account the pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of individual Directors;
- considers whether the Directors should be eligible for benefits under long-term incentive schemes (including weighing the use of share schemes against other types of long-term incentive schemes); and
- reviews the terms, conditions and remuneration of Executive Directors, and ensures that their total remuneration package has a significant portion of performance-related elements.

The Independent Directors have no service contracts with the Company and their terms are specified in the Company's Constitution. Non-executive Directors are paid a basic fee and an additional fee for serving on any of the committees. The fee takes into account factors such as effort and time spent, responsibilities undertaken and their contributions to the Board. The fees paid to the Company's Independent Directors are also benchmarked against Independent Directors' fees paid by companies in the same industry and with similar scale of operation. The RC is of the view that the Company's Independent Directors are not over-compensated to the extent that their independence may be compromised. Such fees are subject to the approval of the shareholders at the AGM.

The Executive Directors do not have fixed-term service contracts with the Company. Notice periods in any service contracts of the Company are typically set at a period of six months or less. There are currently no incentive components in the service contracts with Executive Directors and key management personnel.

The RC is of the view that it is currently not necessary to use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Directors and key management executives except in exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company.

The RC has established a suitable remuneration framework to incentivise, compensate and reward the key management and executives. The remuneration policy for staff adopted by the Company, where appropriate, comprises a fixed component and a variable component. The fixed component is in the form of a base salary. The variable component is determined at the discretion of the Company, taking into consideration the performances of the Group businesses and respective employees.

The RC and the Board have collectively endorsed the Company's remuneration policy.

The Company currently does not operate any share-based incentive schemes for employees.

# CORPORATE GOVERNANCE REPORT

## Principle 9: Disclosure on Remuneration

### Remuneration of Directors for the year ended 31 December 2017

Directors	S\$	Fees (%)	Fixed Salary (%)	Variable Bonus (%)	Other Benefits (%)	Contribution From Employer (%)	Total (%)
Dato' Michael Loh Soon Gnee	745,000	5%	79%	0%	16%	0%	100%
Mr Timothy Lim Boon Liat	20,000	100%	0%	0%	0%	0%	100%
Dr Kenneth Yu Keung Yum	39,000	100%	0%	0%	0%	0%	100%
Mr Mohd. Sopiyan B. Mohd. Rashdi	40,000	100%	0%	0%	0%	0%	100%
Dato' Shaarani B. Ibrahim <sup>^</sup>	-	0%	0%	0%	0%	0%	0%
Dr Daniel Yeoh Ghee Hong <sup>#</sup>	23,532	100%	0%	0%	0%	0%	100%
Mr Peter Lai Hock Meng <sup>##</sup>	19,321	100%	0%	0%	0%	0%	100%

<sup>^</sup> Dato' Shaarani B. Ibrahim resigned as director of the Company on 17 April 2017

<sup>#</sup> Dr Daniel Yeoh Ghee Chong was appointed a director of the Company on 9 May 2017

<sup>##</sup> Mr Peter Lai Hock Meng was appointed a director of the Company on 15 May 2017

Other than the Executive Chairman and CEO and the Executive Directors, the Group has only one other key executive. The key executives' remuneration band is as follows:

Remuneration Band	FY2017
S\$250,000 to below S\$500,000	1

There are no termination, retirement or post-employment benefits provided for in the employment contracts with the Directors, the Executive Chairman and CEO or the key executive above. Taking into consideration the competitive industry in which the Group operates, the Company believes that it is not in the best interests of the Company to disclose the name, remuneration, or the breakdown of the remuneration (in percentage or dollar terms) of the key management personnel (who is not a Director or Executive Chairman and CEO).

There were no employees who are immediate family members of a Director or the CEO, and whose remuneration exceeds S\$50,000 during FY 2017.

Directors' fees are approved by shareholders at every Annual General Meeting of the Company. The remuneration of the Executive Directors are reviewed by the RC and recommended to the Board for endorsement.

## ACCOUNTABILITY AND AUDIT

### Principle 10: Accountability

The Board is responsible for presenting to shareholders a balanced and clear assessment of the Group's performance, position and prospects. Such responsibility extends to interim and other price sensitive public reports, and reports to regulators. The Board has embraced openness and transparency in the conduct of the Company's affairs whilst preserving the interests of the Group.

Management provides the Board quarterly management accounts which present a balance and clear assessment of the Company's performance, position and prospects.

The Board also keeps itself up-to-date on legislative and/or regulatory changes that affect the Company and/or the Group so as to ensure that the Company is in compliance with the relevant legislation and regulations including requirements under the Rules of the Listing Manual. Where necessary, external professionals will provide the Board with updates in this regard and the Board will then consider whether any amendments to existing corporate policies will need to be implemented to ensure compliance.

Financial reports and other price sensitive information, all news releases and analyst presentations are disseminated to shareholders through SGXNet and posted on the Company's website at [www.dragongp.com](http://www.dragongp.com).

The Annual Report is disseminated to all shareholders and is available on the Company's website.

# CORPORATE GOVERNANCE REPORT

## **Principle 11: Risk Management and Internal Controls**

The Board, with assistance from the AC, is responsible for determining the level of risk tolerance of the Company and the governance of risk by ensuring that the Company has put in place adequate risk management and internal controls systems to manage its significant business risks, so as to safeguard shareholders' investments and the Company's assets.

A crucial function served by the AC is overseeing the Group's risk management framework and policies, as well as the regulation of risks undertaken or faced by the Group. The AC may examine whichever aspects it deems appropriate of the Group's financial affairs, audits and its exposure to risks of a regulatory or legal nature.

The AC keeps under review the efficacy of the Group's system of accounting and internal financial controls. The AC also keeps under constant review the Company's system of ensuring compliance with legal, operational and regulatory matters, including risk management, amongst others.

In relation to assisting the Board with the risk management function, the AC is guided by the following terms of reference:

- determine the Group's levels of risk tolerance and risk policies;
- oversee management in the formulation, updating and maintenance of an adequate and effective risk management framework in addressing material risks including material financial, operational, compliance and information technology risks;
- make the necessary recommendations to the Board such that an opinion regarding the adequacy and effectiveness of the risk management and internal control systems can be made by the Board in the annual report in accordance to the SGX-ST's Listing Manual and the Code;
- review the Group's risk profile regularly and the adequacy of any proposed action if necessary; and
- review any material breaches of risk appetite/tolerances/limits and the adequacy of any proposed action if necessary.

The Board has received assurance from the Executive Chairman and CEO, and the Financial Controller of the Company that:

- the financial records of the Group have been properly maintained and the financial statements for the year ended 31 December 2017 give a true and fair view of the Group's operations and finances; and
- the system of risk management and internal controls in place within the Group is adequate and effective in addressing the material risks in the Group in its current business environment including material financial, operational, compliance and information technology risks.

The AC, with the assistance of internal auditors and external auditors, have reviewed, and the Board is satisfied with the adequacy of the Group's material internal controls, including financial, operational and compliance controls, and risk management systems.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and the review performed by Management and the AC, the Board, with the concurrence of the AC, is satisfied that the Group's framework of internal controls, including financial, operational & compliance and information technology controls, and risk management systems is adequate to provide reasonable assurance of the integrity and effectiveness of the Group in safeguarding its assets and shareholders' value. Nevertheless, the AC and the Board recognise that no cost effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable but not absolute assurance against material misstatement or loss.

## **Risk Management and Interested Person Transactions**

An assessment of the significant risk areas relevant to the Company's businesses, operations and compliance requirements have been carried out and are identified as follows:

### ***Dependence on Key Personnel***

The Group's success is attributable to the concerted contributions from the Directors and key executives as set out on pages 4 to 6 of the annual report.

These key personnel are expected to be the vital contributors for the Group's success in order to adhere to its moving forward strategy. Whilst competitive remuneration packages are offered to retain and motivate these key personnel, the Group's operations and performance may be disrupted if there is any loss of employment services with them.

# CORPORATE GOVERNANCE REPORT

## ***Foreign Exchange Risk***

The Group is exposed to various common financial risks arising in the normal course of business. A significant portion of the Group's revenue is denominated in the United States dollar. Operating expenses and wages are made mainly in local currency. Hence, exchange rate movements in the United States dollar (the Company's reporting currency) and the Singapore dollar, amongst others, expose the Company to foreign currency risk.

## **Principle 12: Audit Committee**

### **Audit Committee**

The AC comprises three members, namely Mr Mohd. Sopiyan B. Mohd. Rashdi (AC Chairman), Dr Kenneth Yu Keung Yum and Mr Peter Lai Hock Meng, all of whom, including the AC Chairman, are Independent Directors.

The members of the AC have experience in managerial positions across banking, audit and finance industries (please see Directors' profile on pages 4 to 6 of the annual report). The Board is of the view that the members of the AC have recent and relevant accounting or related financial management expertise and experience to discharge the AC's functions.

During the year, the AC obtained updates from the Company's auditors on changes in accounting standards, corporate governance and other relevant regulations that might have a direct impact on the Group's financial statements.

The AC has the explicit power to conduct or authorise investigations into any matters within its terms of reference and has full access to and co-operation by Management. It has full discretion and the prerogative to invite any Director or executive officer to attend its meetings. All resources that would enable the AC to discharge its duties effectively and expeditiously are made available to the AC.

The AC performs the following functions in accordance with the terms of reference which include the following:

- reviews with the external auditors, their audit plan, evaluation of the accounting controls, audit reports and any matters which the external auditors wish to discuss;
- reviews with the internal auditors at least annually, checks on the adequacy of the internal audit procedures and their evaluation of the effectiveness of the overall internal control systems, including financial, operational compliance and information technology controls and risk management;
- reviews the internal audit function to ensure that it is adequately resourced and has appropriate standing within the Group;
- reviews significant financial reporting issues and judgements to ensure the integrity of financial statements of the Group and that of any formal announcements made quarterly or annually relating to the Company's financial performance, including announcements to shareholders and the SGX-ST prior to the submission to the Board;
- reviews any significant findings of internal investigations;
- makes recommendations to the Board on the appointment of external auditors, the audit fee, terms of engagement and any questions on their resignation or dismissal;
- reviews and approves the appointment, replacement, re-assignment or the dismissal of the internal auditor;
- reviews the assistance given by the Company's officers to the external auditors and internal auditors;
- reviews and monitors interested person transactions, if any, arising and to ensure that that the SGX-ST Listing Manual internal control procedures approved by shareholders are adhered to in relation to such transactions;
- reports actions and minutes of the AC meetings to the Board of Directors with such recommendations as the AC considers appropriate;
- conducts an annual review of the independence and objectivity of the Company's external auditors, including the volume of non-audit services supplied by the external auditors, to satisfy itself that the nature and extent of such services have not prejudiced the independence and objectivity of the external auditors before confirming their re-nomination; and
- nominates external auditors.

# CORPORATE GOVERNANCE REPORT

The AC held four meetings during the year, attendance of which is detailed on page 4 of this report. The Executive Chairman and CEO, Financial Controller, Group Administrative Officer (Mr. Timothy Lim Boon Liat), legal counsels, internal auditors and external auditors were invited to these meetings. Other members of senior management were also invited to attend as appropriate to present reports.

The AC has met with the Company’s external auditors, Ernst & Young LLP (“E&Y”) two times in FY2017. Part of the meetings were conducted without the presence of Management. Reports of the findings and recommendations by external auditors are done independently and presented to the AC.

The principal activities of the AC during FY2017 are summarised below:

## Financial reporting

The AC met on a quarterly basis and reviewed the quarterly and full year results announcements, material announcements and all related disclosures to the shareholders before submission to the Board for approval. In the process, the AC reviewed the audit plan and audit committee report presented by the external auditors.

The AC reviewed the full year financial statements and also discussed with Management, the Financial Controller and the external auditors the significant issues and adjustments resulting from the audit, and any significant deficiencies in internal controls over financial reporting matters that came to the external auditor’s attention during their audit together with their recommendations.

In the review of the financial statements, the AC has discussed with Management the accounting principles that were applied and their judgment of items that might affect the integrity of the financial statements. The following key audit matters impacting the financial statements were discussed with Management and the external auditors and were reviewed by the AC.

Key audit matters	How AC reviewed these matters and what decisions were made
Assessment for impairment of construction-in-progress	The AC reviewed the impairment assessment of construction-in-progress presented by management. The AC also reviewed the key assumptions used by management in the impairment assessment, as well as the External Auditor’s findings and audit report presented at the year-end meeting. Subsequent to the reviews, the AC concurred with the Management’s assessment and was satisfied on the on the impairment provided.

## External audit processes

The AC manages the relationship with the Group’s external auditors, E&Y, on behalf of the Board. There were no non-audit services provided by E&Y during FY2017. During FY2017, the AC carried out its annual assessment of the cost effectiveness of the audit process, together with the auditor’s approach to audit quality and transparency. The AC concluded that the auditors demonstrated appropriate qualifications and expertise and that the audit process was effective. Therefore, the AC recommended to the Board that E&Y be re-appointed as the external auditor. The Board accepted this recommendation and has proposed a resolution to shareholders for the re-appointment of E&Y.

The fee related to the audit services provided by E&Y for FY2017 is US\$66,000 and is also disclosed in the notes to the financial statements.

Pursuant to the requirement in the SGX-ST Listing Manual, an audit partner may only be in charge of a maximum of five consecutive annual audits and may then return after two years. The current audit partner from E&Y for the Company took over from the previous audit partner from the financial year ended 31 December 2015. In appointing auditors for the Company, subsidiaries and significant associated companies, the Group has complied with Rules 712 and 715 of the SGX-ST Listing Manual.

## Internal controls

During the year, the AC reviewed and assessed the adequacy of the Group’s system of internal controls and regulatory compliance through discussion with Management, the internal auditors and external auditors.

The AC considered and reviewed with Management and the internal auditors the following:

- annual internal audit plans to ensure that the plans covered sufficiently a review of the internal controls of the Group; and
- significant internal audit observations and Management’s response thereto.

# CORPORATE GOVERNANCE REPORT

The AC has reviewed the adequacy of the internal audit function and is satisfied that Baker Tilly Consultancy (Singapore) Pte Ltd (the “**Internal Auditor**”) have adequate resources to carry out the internal audit function.

Each member of the AC abstains from voting on any resolution and making any recommendations and/or participating in any deliberations in respect of matters in which he is interested in.

The Company's external auditors, E&Y, carried out in the course of their statutory audit, a review of the effectiveness of the Company's material internal controls focusing primarily on financial controls, to the extent set out in their audit plan. Any material non-compliance and internal control weaknesses noted during their audit, and the external auditors' recommendations to address the same were reported to the AC. Management, with the assistance of the Internal Auditor, follows up on E&Y's recommendations as part of its role in the review of the Company's internal control systems. The Board is satisfied that the Company's internal controls are at present adequate.

## Whistle-blowing policy

The Company has implemented a whistle blowing policy since May 2008 that provides well-defined and accessible channels through which any employee may raise any concerns they may have about improper conduct or malpractices within the Group. Any concerns may be raised, either anonymously or otherwise, directly to any member of the AC and the identity of the person raising the concern is strictly protected to the extent practicable in law. All members of the AC have direct oversight in the administering of the policy with the assistance of the Group Administrative Officer. The AC has reviewed and is satisfied with the adequacy of the whistle blowing policy.

There were no complaints received up to the date of this annual report.

No former partner or director of E&Y or KPMG is or has acted as a member of the company's AC.

## **Principle 13: Internal Audit**

The internal audit function was outsourced to the Internal Auditor since FY2004. The methodology adopted by the Internal Auditor is in conformity to the International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The Internal Auditor is independent of the activities it audits.

The AC approves the engagement, termination, evaluation and fees of the Internal Auditors. The Internal Auditor, who reports directly on internal audit matters to the Chairman of the AC, has unfettered access to all the Group's documents, records, properties and personnel, including access to the AC. The Internal Auditor assists the AC in monitoring and assessing the effectiveness of the Group's material internal controls. The Internal Auditor also assists Management in identifying operational and business risks and provides recommendations to address those risks. The AC has met with the Internal Auditor without the presence of Management two times in FY 2017.

The Internal Auditor meets or exceeds the standards set by nationally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The AC ensures that the internal audit function is adequately resourced and has the capabilities to adequately perform its functions. In this regard, the AC reviews on a quarterly basis the effectiveness of the Internal Auditor by examining the scope of the Internal Auditor's work, quality of its reports, reporting structure within the Group, qualifications and training, relationship with the external auditor, and its independence of the areas reviewed. The AC is of the view that the Internal Auditor is adequately resourced and has appropriate standing within the Group.

## **SHAREHOLDERS' RIGHTS AND RESPONSIBILITIES**

### **Principle 14: Shareholder Rights**

### **Principle 15: Communication with Shareholders**

### **Principle 16: Conduct of Shareholder Meetings**

The Company is mindful of the obligation to provide regular, effective and fair communication with shareholders and ensures that all the Company's shareholders are treated equitably and the rights of all shareholders are protected. The Company conducts dialogue sessions with investors, securities analysts, fund managers and the press as and when necessary.

On a regular and timely basis, the Company disseminates material information simultaneously through news and press releases via SGXNet and electronic mail to securities analysts, shareholders, and the media. The Company also posts these press releases on its public website, <http://www.dragongp.com> to ensure that all shareholders and the public gain fair and sufficient access to information, changes, updates and the archives of the Company or its businesses which would be likely to materially affect the price or value of the company's shares. The website also provides a channel for shareholders to raise any concerns or issues, if any.

# CORPORATE GOVERNANCE REPORT

As part of the Company's investor relations policy, the Company maintains an investor relations section on the Company's website dedicated to ensuring that pertinent information is conveyed to shareholders. Current and past annual reports, quarterly financial results and other information considered to be of interest to shareholders and the investment community are readily available on the section.

Information is always communicated to shareholders on a timely and fair basis. Where inadvertent disclosure has been made to a selected group, the Company ensures that the same disclosure is made publicly to all others as soon as practicable.

Shareholders are informed of shareholders' meetings through timely and formal notices published in the newspapers. All relevant reports and/or circulars are sent to all shareholders early so that they can familiarise themselves with the issues that will be raised at general meetings. Shareholders are also given opportunities to raise questions, and to communicate their views on issues which affect the Company, at general meetings and to vote in absentia. Every shareholder is entitled to appoint not more than two proxies to attend general meetings and vote in his/her stead, provided the member name is certified by the Depository (Nominee Company) to the Company as appearing on the Depository Register not later than 72 hours before the general meeting as a Depositor on whose behalf the Depository holds shares in the Company. The Companies Act allows certain members who are relevant intermediaries such as corporations holding licences in providing nominee and custodial services and the central provident fund ("CPF") Board which purchases shares on behalf of CPF investors, to appoint multiple proxies to attend and participate in general meetings.

At general meetings, each distinct issue is proposed as a separate resolution. All resolutions are put to the vote by poll voting, which allows for an equitable and transparent voting process. Shareholders will be better able to demonstrate their concerns in a manner more accurately reflective of their shareholdings. Independent scrutineers are appointed to conduct the voting process. Independent scrutineers brief the shareholders on the e-polling voting process and verify and tabulate votes for each resolution. Shareholders are informed of the results of the voting at the general meetings, including the number of votes cast for and against each resolution and the respective percentages at the end of the general meeting. In addition, the voting results at the general meetings showing the number of votes cast for and against each resolution and the respective percentages and the name of the independent scrutineer will be announced via SGXNET after each general meeting. The company secretary prepares minutes of shareholders' meetings, which incorporate comments or queries from shareholders and responses from the Board and Management. These minutes are available to shareholders upon request.

The Company's external auditors, chairpersons of the AC, the NC and the RC are present at all General Meetings to assist the Board of Directors and Management to address any questions shareholders may have.

At general meetings, each substantially separate issue is dealt with in separate resolutions. The Company avoids bundling of resolutions unless the resolutions are interdependent and linked so as to form one significant proposal.

All minutes of general meetings and a summary of the questions and answers raised at general meetings are available to shareholders upon their requests.

The Company currently does not have a formal policy on payment of dividends. The Company may declare dividends by way of an ordinary resolution of the Shareholders at a general meeting, but may not pay dividends in excess of the amount recommended by the Directors. The declaration and payment of dividends will be determined at the sole discretion of the Directors, subject to the approval of the Shareholders. The Directors may also declare an interim dividend without the approval of the Shareholders. No dividend was declared in respect of FY2017 as the Group had incurred losses in the year.

## OTHER CORPORATE GOVERNANCE MATTERS

### Dealings in the Company's Securities

The Company has devised and adopted an internal compliance code (the "Internal Code") to provide guidance to its officers with regards to dealings in the Company's securities including reminders that the law on insider trading is applicable at all times. The adoption of this Internal Code has been notified to all Directors, officers and employees of the Group.

The Internal Code provides that the Company, its officers and employees of the Group should not deal in securities of the Company when they are in possession of any unpublished material price-sensitive information in relation to those securities as this is an offence.

The Company's Internal Code also provides that the Company, its officers and employees of the Group should not trade in the Company's securities during the period commencing two weeks before the date of announcement of the Company's quarterly and half-year financial results and the period commencing one month before the date of announcement of the Company's full-year financial results, ending on the date of announcement of the relevant results.

In addition, the Company's officers and employees should not deal in the Company's securities for short-term considerations. The Internal Code complies with, and the Board confirms that for FY 2017, the Company has complied with, Rule 1207(19) of the SGX-ST Listing Manual.

# CORPORATE GOVERNANCE REPORT

## Material Contracts

Except as disclosed in the financial statements, there were no material contracts (including loans) of the Company or its subsidiaries involving the interests of the Executive Chairman and CEO, Directors or controlling shareholders which subsisted at the end of the financial year or have been entered into since the end of the previous financial year.

## Interested Person Transactions

The risks associated with an interested person transaction relates not only to compliance issues but also the prevention of transactions being carried out on terms that are less than favourable and not at arm's length.

Except as provided below, there are no interested person transactions between an interested person and the Company, its subsidiaries or associated companies for FY2017:

<b>Name of Interested Person</b>	<b>Aggregate value of all interested person transactions for FY2017 under review (excluding transactions less than S\$100,000) US\$'000</b>
ASTI Holdings Limited <sup>(1)</sup>	108

<sup>(1)</sup> ASTI Holdings Limited ("ASTI") is the holding company of the Group. The interested person transaction comprises of a US\$108,000 management fee charged by ASTI.

The AC will continue to review and monitor any interested person transaction that may arise and ensures that the Company seeks appropriate approvals, makes appropriate announcements or disclosures on these interested person transaction in accordance with Chapter 9 of the SGX-ST Listing Manual.

# APPENDIX 2

DRAGON GROUP INTERNATIONAL LIMITED | ANNUAL REPORT 2017

## **DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS**

- 1 Directors' Statement
- 4 Independent Auditor's Report
- 8 Consolidated Income Statement
- 9 Consolidated Statement of Comprehensive Income
- 10 Statements of Financial Position
- 12 Statements of Changes in Equity
- 15 Consolidated Cash Flow Statement
- 17 Notes to the Financial Statements



## DIRECTORS' STATEMENT

The Directors present their statement to the members together with the audited consolidated financial statements of Dragon Group International Limited (the "Company") and its subsidiary companies (collectively the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2017.

### Opinion of the Directors

In the opinion of the Directors,

- (i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2017 and the financial performance, changes in equity and statement of cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due as the Company has obtained an undertaking from its holding company that it will continue to provide financial support to enable the Company to continue operations for the next twelve months from the date the financial statements are authorised for issuance. The holding company has also undertaken to not recall the amounts due to itself for the next 12 months from the date the financial statements are authorised for issuance.

### Directors of the Company

The Directors of the Company in office at the date of this statement are:

Dato' Michael Loh Soon Gnee  
 Timothy Lim Boon Liat  
 Dr Kenneth Yu Keung Yum  
 Mohd. Sopiyan B. Mohd. Rashdi  
 Daniel Yeoh Ghee Chong  
 Lai Hock Meng

### Arrangements to enable Directors to acquire shares and debentures

Except as disclosed herein, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

### Directors' interests in shares and debentures

The following Directors, who held office at the end of the financial year, had, according to the register of the Directors' shareholdings, required to be kept under Section 164 of the Singapore Companies Act, Cap. 50, an interest in shares and share options of the Company and its related corporations as stated below:

Name of Director	At the beginning of the year	At the end of the year	At 21 January 2018
<b><i>The holding company – ASTI Holdings Limited ("ASTI")</i></b>			
<b>Ordinary shares</b>			
Dato' Michael Loh Soon Gnee			
- held in name of Director	65,209,600	65,209,600	65,209,600
- held by nominee	65,000,000	65,000,000	65,000,000
Timothy Lim Boon Liat			
- held in name of Spouse	99,000	99,000	99,000

Except as disclosed in this report, no Director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company or of related corporations, either at the beginning or at the end of the financial year.

## DIRECTORS' STATEMENT

### Options

During the financial year, there were:-

- (i) No options granted by the Company or its subsidiaries to any person to take up unissued shares in the Company or its subsidiaries; and
- (ii) No other shares issued by virtue of any exercise of option to take up unissued shares of the Company or its subsidiaries.

At the end of the financial year, there were no unissued shares of the Company or its subsidiaries under options.

### Audit Committee

The Audit Committee ("AC") carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act, Cap. 50, including the following:

1. Reviewed the audit plans of the internal and external auditors of the Group and the Company and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the external and internal auditors;
2. Reviewed the quarterly and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the Board of Directors;
3. Reviewed effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor;
4. Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;
5. Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
6. Reviewed the cost effectiveness and the independence and objectivity of the external auditor;
7. Reviewed the nature and extent of non-audit services provided by the external auditor;
8. Recommended to the Board of Directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit;
9. Reported actions and minutes of the AC to the Board of Directors with such recommendations as the AC considered appropriate;
10. Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST")'s Listing Manual.

The AC, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The AC has also conducted a review of interested person transactions.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

## DIRECTORS' STATEMENT

### Auditors

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditors.

On behalf of the board of Directors,

Dato' Michael Loh Soon Gnee  
Director

Timothy Lim Boon Liat  
Director

3 April 2018

# INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2017

## Independent Auditor's Report to the Members of Dragon Group International Limited

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### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of Dragon Group International Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2017, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, and the balance statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2017 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

#### Basis for Opinion

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

#### Material Uncertainty Related to Going Concern

We draw attention to Note 2.1 in the financial statements. The Group incurred a net loss of US\$8,209,000 during the year ended 31 December 2017, and as of that date, the Group's current liabilities and total liabilities exceeded its current assets and total assets by US\$6,053,000 and US\$2,124,000 respectively. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The ability of the Group to continue as a going concern is dependent on the continued financial support from ASTI Holdings Limited, a substantial shareholder of the Group, to meet the Group's future cash obligations as and when they fall due. ASTI Holdings Limited has also undertaken to not recall the amounts due to itself for the next twelve months from the date the financial statements are authorised for issuance.

If the Group is unable to continue in operational existence for the foreseeable future, the Group may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheets. In addition, the Group may have to reclassify certain non-current assets and liabilities as current assets and liabilities respectively. No such adjustments have been made to these financial statements. Our opinion is not qualified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

# INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2017

## Independent Auditor's Report to the Members of Dragon Group International Limited

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### Key Audit Matters (cont'd)

#### 1. Assessment for impairment of construction-in-progress

The Group is constructing a replica of the Dragon Treasure Boat in the People's Republic of China as part of a commercial project with another Chinese shareholder of Nanjing DTB Development Co., Ltd ("Nanjing DTB"), a subsidiary of the Group. As stated in Note 13(a), an impairment charge of US\$2,642,000 was recognised on the construction-in-progress for the year ended 31 December 2017.

This area was significant to our audit due to the magnitude of the carrying amount and management's judgement involved in the impairment assessment. Our audit procedures included, amongst others, evaluating and assessing the facts and circumstances of the suspension of the construction, and rationale provided by management to support the impairment charge in view of the uncertainty surrounding the boat project, as well as evaluating and assessing the key assumptions and methodology used by management in the cash flow forecast, and discussing with management on the availability of other viable options to determine the reasonableness of the impairment charge. Management's explanation on the impairment assessment and the related disclosure are included Note 13(a).

### Other Information

Management is responsible for other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

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

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

### Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

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

# INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2017

## Independent Auditor's Report to the Members of Dragon Group International Limited

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### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

# INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2017

## Independent Auditor's Report to the Members of Dragon Group International Limited

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### Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Simon Yeo.

Ernst & Young LLP

Public Accountants and  
Chartered Accountants  
Singapore

3 April 2018

# CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2017

	Note	Group 2017 US\$'000	2016 US\$'000
<b>Revenue</b>	5	1,944	3,576
Cost of sales		(1,612)	(3,248)
<b>Gross profit</b>		332	328
Other income	6	36	102
Selling and marketing costs		(31)	(28)
General and administrative costs		(3,137)	(4,069)
Research and development costs		(1,820)	(1,446)
Finance costs	7	(48)	(22)
Other losses	8	(3,481)	(1,556)
Share of result of associate		(5)	(5)
<b>Loss before taxation</b>	9	(8,154)	(6,696)
Taxation	10	(55)	(48)
<b>Loss after taxation</b>		(8,209)	(6,744)
<b>Loss after taxation attributable to:</b>			
Owners of the Company		(6,468)	(6,738)
Non-controlling interests		(1,741)	(6)
		(8,209)	(6,744)
<u>Loss per share attributable to owners of the Company</u>			
Basic (cents)	11	(1.86)	(1.94)

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

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2017

	Note	Group 2017 US\$'000	2016 US\$'000
<b>Loss for the year</b>		(8,209)	(6,744)
<b>Other comprehensive income:</b>			
<u>Items that may be reclassified subsequently to profit or loss</u>			
Foreign currency translation		(381)	355
Gain/ (Loss) on fair value changes of available-for-sale financial assets		3	(9)
Realisation of revaluation reserve on the disposal of available-for-sale financial assets		–	(22)
<b>Other comprehensive income for the year, net of tax</b>		(378)	324
<b>Total comprehensive income for the year</b>		(8,587)	(6,420)
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		(6,782)	(6,453)
Non-controlling interests		(1,805)	33
		(8,587)	(6,420)

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

# STATEMENTS OF FINANCIAL POSITION

As at 31 December 2017

	Note	Group		Company	
		2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Intangible assets	12	3,103	1,618	34	40
Property, plant and equipment	13	811	2,636	–	1
Investments in subsidiary companies	14	–	–	35	40
Available-for-sale financial assets	15	18	15	–	–
Prepayment	16	–	658	–	–
		<u>3,932</u>	<u>4,927</u>	<u>69</u>	<u>81</u>
<b>Current assets</b>					
Prepayments	16	187	48	155	7
Amounts due from subsidiary companies	17	–	–	7,777	6,989
Stocks	18	69	43	–	–
Amount due from holding company	19	36	993	36	993
Trade debtors	20	533	448	–	–
Other debtors	21	224	277	20	60
Tax recoverable		7	6	–	–
Cash and cash equivalents	22	1,201	2,447	387	1,373
		<u>2,257</u>	<u>4,262</u>	<u>8,375</u>	<u>9,422</u>
<b>TOTAL ASSETS</b>		<b>6,189</b>	<b>9,189</b>	<b>8,444</b>	<b>9,503</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Current liabilities</b>					
Trade creditors and accruals	23	2,334	748	322	121
Other creditors	24	3,014	1,938	455	192
Amount due to holding company	25	2,916	3	2,916	3
Amounts due to subsidiary companies	26	–	–	117	121
Provision for taxation		46	37	9	10
		<u>8,310</u>	<u>2,726</u>	<u>3,819</u>	<u>447</u>
<b>Non-current liabilities</b>					
Deferred tax liabilities		3	–	3	–
<b>TOTAL LIABILITIES</b>		<b>8,313</b>	<b>2,726</b>	<b>3,822</b>	<b>447</b>
<b>NET CURRENT (LIABILITIES)/ ASSETS</b>		<b>(6,053)</b>	<b>1,536</b>	<b>4,556</b>	<b>8,975</b>
<b>NET (LIABILITIES)/ ASSETS</b>		<b>(2,124)</b>	<b>6,463</b>	<b>4,622</b>	<b>9,056</b>

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

## STATEMENTS OF FINANCIAL POSITION

As at 31 December 2017

	Note	Group		Company	
		2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
<b>Equity attributable to owners of the Company</b>					
Share capital	27	59,970	59,970	59,970	59,970
Capital reserve	28	2,525	2,525	–	–
Foreign currency translation reserve	29	804	1,121	–	–
Revaluation reserve		2	(1)	–	–
Other reserve		190	190	–	–
Accumulated losses		(63,187)	(56,719)	(55,348)	(50,914)
		304	7,086	4,622	9,056
<b>Non-controlling interests</b>		(2,428)	(623)	–	–
<b>TOTAL (DEFICIT)/ EQUITY</b>		<b>(2,124)</b>	<b>6,463</b>	<b>4,622</b>	<b>9,056</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,189</b>	<b>9,189</b>	<b>8,444</b>	<b>9,503</b>

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

## STATEMENTS OF CHANGES IN EQUITY

For the year ended 31 December 2017

	Attributable to owners of the Company							Total (deficit)/ equity US\$'000	
	Share capital (Note 27) US\$'000	Capital reserve (Note 28) US\$'000	Foreign currency translation reserve (Note 29) US\$'000	Revaluation reserve US\$'000	Other reserve US\$'000	Accumulated losses US\$'000	Equity attributable to owners of the Company, total US\$'000		Non- controlling interests US\$'000
<b>2017</b>									
<b>Group</b>									
<b>At 1 January 2017</b>	59,970	2,525	1,121	(1)	190	(56,719)	7,086	(623)	6,463
Loss for the year	-	-	-	-	-	(6,468)	(6,468)	(1,741)	(8,209)
<u>Other comprehensive income</u>									
Foreign currency translation	-	-	(317)	-	-	-	(317)	(64)	(381)
Net gain on fair value changes of available-for-sale financial assets	-	-	-	3	-	-	3	-	3
Other comprehensive income for the year, net of tax	-	-	(317)	3	-	-	(314)	(64)	(378)
<b>Total comprehensive income for the year</b>	-	-	(317)	3	-	(6,468)	(6,782)	(1,805)	(8,587)
<b>At 31 December 2017</b>	59,970	2,525	804	2	190	(63,187)	304	(2,428)	(2,124)

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

## STATEMENTS OF CHANGES IN EQUITY

For the year ended 31 December 2017

	Share capital (Note 27) US\$'000	Capital reserve (Note 28) US\$'000	Foreign currency translation reserve (Note 29) US\$'000	Revaluation reserve US\$'000	Other reserve US\$'000	Accumulated losses US\$'000	Equity attributable to owners of the Company, total US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
<b>2016</b>									
<b>Group</b>									
<b>At 1 January 2016</b>	59,970	2,525	805	30	18	(49,981)	13,367	(484)	12,883
Loss for the year	-	-	-	-	-	(6,738)	(6,738)	(6)	(6,744)
<u>Other comprehensive income</u>									
Foreign currency translation	-	-	316	-	-	-	316	39	355
Net loss on fair value changes of available-for-sale financial assets	-	-	-	(9)	-	-	(9)	-	(9)
Realisation of revaluation reserve on the disposal of available-for-sale financial assets	-	-	-	(22)	-	-	(22)	-	(22)
Other comprehensive income for the year, net of tax	-	-	316	(31)	-	-	285	39	324
<b>Total comprehensive income for the year</b>	-	-	316	(31)	-	(6,738)	(6,453)	33	(6,420)
<u>Changes in ownership interests in subsidiary without a change in control</u>									
Dilution of interests in a subsidiary without loss of control	-	-	-	-	172	-	172	(172)	-
<b>Total contributions by owners</b>	-	-	-	-	172	-	172	(172)	-
<b>At 31 December 2016</b>	59,970	2,525	1,121	(1)	190	(56,719)	7,086	(623)	6,463

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

## STATEMENTS OF CHANGES IN EQUITY

For the year ended 31 December 2017

	Share capital (Note 27) US\$'000	Revaluation reserve US\$'000	Accumulated losses US\$'000	Total equity US\$'000
<b>2017</b>				
<b>Company</b>				
<b>At 1 January 2017</b>	59,970	–	(50,914)	9,056
Loss for the year	–	–	(4,434)	(4,434)
<b>At 31 December 2017</b>	59,970	–	(55,348)	4,622
<b>2016</b>				
<b>Company</b>				
<b>At 1 January 2016</b>	59,970	30	(38,759)	21,241
Loss for the year	–	–	(12,155)	(12,155)
<u>Other comprehensive income</u>				
Net loss on fair value changes of available-for-sale financial assets	–	(8)	–	(8)
Realisation of revaluation reserve on the disposal of available-for-sale financial assets	–	(22)	–	(22)
Other comprehensive income for the year, net of tax	–	(30)	–	(30)
<b>Total comprehensive income for the year</b>	–	(30)	(12,155)	(12,185)
<b>At 31 December 2016</b>	59,970	–	(50,914)	9,056

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

**CONSOLIDATED CASH FLOW STATEMENT**

31 December 2017

	Note	2017 US\$'000	2016 US\$'000
<b>Cash flow from operating activities</b>			
Operating loss before taxation		(8,154)	(6,696)
Adjustments for:			
Gain on disposal of available-for-sale financial assets		–	(22)
Gain on disposal of club membership		(52)	–
Impairment loss on other debtor	9	20	338
Impairment losses on available-for-sale financial assets	8	–	1,218
Impairment loss on property, plant and equipment	8	2,642	–
Impairment loss on intangible assets	9	6	25
Impairment loss on non-current prepayments	8	839	–
Amortisation of intangible assets	9	–	3
Depreciation of property, plant and equipment	9	228	176
(Written back)/ impairment loss on trade debtor	9	(15)	1,865
Other debtor written off	9	–	52
Allowance for/ (reversal of) stock obsolescence	9	3	(260)
Interest income		(31)	(68)
Interest expense		28	–
Share of results of associate		5	5
Effects of exchange rate changes		(424)	433
<b>Operating cash flow before changes in working capital</b>		<b>(4,905)</b>	<b>(2,931)</b>
<u>Changes in working capital</u>			
Stocks		(29)	269
Prepayments		(139)	65
Debtors		(17)	(2,065)
Creditors		2,356	(376)
Amount due from holding company		57	28
Amount due to holding company		159	3
<b>Cash used in operations</b>		<b>(2,518)</b>	<b>(5,007)</b>
Interest received		10	48
Interest paid		(19)	–
Tax refunded		2	–
Tax paid		(48)	(19)
<b>Net cash used in operating activities</b>		<b>(2,573)</b>	<b>(4,978)</b>

*The accompanying notes form an integral part of and should be read in conjunction with these financial statements.*

# CONSOLIDATED CASH FLOW STATEMENT

31 December 2017

	Note	2017 US\$'000	2016 US\$'000
<b>Cash flow from investing activities</b>			
Additions to intangible assets	12	(1,539)	(1,530)
Purchase of property, plant and equipment	13	(993)	(2,487)
Expenditure on development project		(181)	(167)
Cash proceeds from disposal of club membership		100	–
Cash proceeds from disposal of available-for-sale financial assets		–	58
<b>Net cash used in investing activities</b>		<b>(2,613)</b>	<b>(4,126)</b>
<b>Cash flow from financing activities</b>			
Advance for capital injection from non-controlling interest		295	1,125
Repayment from holding company		900	–
Loan from holding company		2,745	–
<b>Net cash generated from financing activities</b>		<b>3,940</b>	<b>1,125</b>
Net decrease in cash and cash equivalents		(1,246)	(7,979)
Cash and cash equivalents at beginning of year		2,447	10,426
<b>Cash and cash equivalents at end of year</b>	22	<b>1,201</b>	<b>2,447</b>

*The accompanying notes form an integral part of and should be read in conjunction with these financial statements.*

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

## 1. Corporate information

Dragon Group International Limited (the “Company”) is a limited liability company which is domiciled and incorporated in Singapore and listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”). The immediate and ultimate holding company is ASTI Holdings Limited (“ASTI”), also incorporated in Singapore.

The registered office of the Company is located at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542.

The principal place of business is located at Block 25, Kallang Avenue, #06-01, Kallang Basin Industrial Estate, Singapore 339416.

The principal activities of the Company are those of investment holding and acting as corporate manager and advisor in relation to the administration and organisation of the businesses of its subsidiary companies.

Details of the significant subsidiary companies and their principal activities are included in Note 4.

## 2. Summary of significant accounting policies

### 2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (“FRS”).

The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies below.

The financial statements are presented in United States Dollars (“USD” or “US\$”), which is the functional currency of the Company. All values in the tables are rounded to the nearest thousand (“US\$’000”) except when otherwise indicated.

#### Going concern uncertainty

The Group incurred a net loss of US\$8,209,000 (2016: US\$6,744,000) during the financial year ended 31 December 2017 and as at that date, the Group’s current liabilities and total liabilities exceeded its current assets and total assets by US\$6,053,000 and US\$2,124,000 respectively. In FY2016, the Group reported a net current assets of US\$1,536,000 and net assets of US\$6,463,000 respectively. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Group’s ability to continue as a going concern. These financial statements have been prepared on a going concern basis as the holding company has agreed to not recall the amounts due to itself for the next twelve months from the date the financial statements are authorised for issuance and provide continuing financial support to enable the Group to continue as a going concern.

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

#### Convergence with International Financial Reporting Standards

For annual financial period beginning on or after 1 January 2018, Singapore-incorporated companies listed on the Singapore Exchange will apply Singapore Financial Reporting Framework (International) (“SFRS(I)”), a new financial reporting framework identical to International Financial Reporting Standards. The Group will adopt SFRS(I) on 1 January 2018.

The Group has performed an assessment of the impact of SFRS(I). On transition to SFRS(I), the Group expects to elect the option to deem cumulative translation differences for foreign operations to be zero on 1 January 2017, and accordingly, the gain or loss that will be recognised on a subsequent disposal of the foreign operations will exclude cumulative translation differences that arose before 1 January 2017. The Group expects to reclassify an amount of US\$1,121,000 of foreign currency translation reserve to the opening retained earnings as at 1 January 2017. Other than the effects of the matter as described above, the Group expects that adoption of SFRS(I) will have no material impact on the financial statements in the year of initial application.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

## 2. Summary of significant accounting policies (cont'd)

### 2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards that are effective for annual periods beginning on or after 1 January 2017. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

The Group has not adopted the following standards and interpretations applicable to the Group that have been issued but not yet effective:

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
Amendments to FRS 102: <i>Classification and Measurement of Share-based Payment Transactions</i>	1 January 2018
Amendments to FRS 40: <i>Transfers of Investment Property</i>	1 January 2018
FRS 109 <i>Financial Instruments</i>	1 January 2018
FRS 115 <i>Revenue from Contracts with Customers</i>	1 January 2018
FRS 116 <i>Leases</i>	1 January 2019
Improvements to FRSs (December 2016)	
- Amendments to FRS 28 <i>Investment in Associates and Joint Venture</i>	1 January 2018
INT FRS 122 <i>Foreign Currency Transactions and Advance Consideration</i>	1 January 2018
INT FRS 123 <i>Uncertainty over Income Tax Treatments</i>	1 January 2019
Amendments to FRS 109 <i>Prepayment Features with Negative Compensation</i>	1 January 2019
Amendments to FRS 28 <i>Long-term Interests in Associates and Joint Ventures</i>	1 January 2019
Improvements to FRSs (March 2018)	
- Amendments to FRS 103 <i>Business Combinations</i>	1 January 2019
- Amendments to FRS 111 <i>Joint Arrangements</i>	1 January 2019
- Amendments to FRS 12 <i>Income Taxes</i>	1 January 2019
- Amendments to FRS 23 <i>Borrowing Costs</i>	1 January 2019
Amendments to FRS 110 and FRS 28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

As disclosed in Note 2.1, the Group will adopt SFRS(I) on 1 January 2018. Upon adoption of SFRS(I) on 1 January 2018, the SFRS(I) equivalent of the above standards that are effective on 1 January 2018 will be adopted as the same time.

Except for FRS 109, FRS 115 and FRS 116, the Directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 109, FRS 115 and FRS 116 are described below.

#### FRS 109 Financial Instruments

FRS 109 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model.

FRS 109 is effective for annual periods beginning on or after 1 January 2018 with early application permitted. Retrospective application is required, but comparative information is not compulsory. The Group plans to adopt the new standard on the required effective date without restating prior periods' information and recognises any difference between the previous carrying amount and the carrying amount at the beginning of the annual reporting period at the date of initial application in the opening retained earnings. The Group has performed a preliminary impact assessment of adopting FRS 109 based on currently available information. The assessment may be subject to changes arising from ongoing analysis, until the Group adopts FRS 109 in 2018.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.2 Changes in accounting policies (cont'd)

(i) Classification and measurement

The Group intends to continue to measure its available-for-sale quoted equity securities at fair value through profit or loss ("FVTPL"). The Group does not expect any significant impact arising from these changes.

(ii) Impairment

FRS 109 requires the Group to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses on all trade receivables. Upon application of the expected credit loss model, the Group does not expect a material impact on the loss allowance.

#### FRS 115 Revenue from Contracts with Customers

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under FRS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 January 2018 with early adoption permitted. The Group plans to adopt the new standard on the required effective date.

The Group has performed a preliminary assessment of FRS 115 based on current available information which is subject to changes from ongoing analysis until the Group adopts FRS 115 in 2018. Based on Group's initial assessment, the Group does not expect any significant impact from adoption of FRS 115.

#### FRS 116 Leases

FRS 116 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemptions for lessees – leases of 'low value' assets and short-term leases. The new standard is effective for annual periods beginning on or after 1 January 2019.

The Group is currently assessing the impact of the new standard and plans to adopt the new standard on the required effective date. The Group expects the adoption of the new standard will result in increase in total assets and total liabilities, earnings before interest, tax, depreciation and amortisation ("EBITDA") and gearing ratio.

### 2.3 Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods. Management is of the opinion that there is no significant judgement made in applying accounting policies.

(a) **Key sources of estimation uncertainty**

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

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

## 2. Summary of significant accounting policies (cont'd)

### 2.3 Significant accounting judgements and estimates (cont'd)

#### (a) Key sources of estimation uncertainty (cont'd)

##### (i) Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

### 2.4 Foreign currency

The Group's consolidated financial statements are presented in United States Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

#### (a) Foreign currency transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiary companies and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates ruling at the date of statement of financial position. Non-monetary assets and liabilities are measured using the exchange rates ruling at the transaction dates or, in the case of items carried at fair value, the exchange rates that existed when the fair values were measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the date of statement of financial position are recognised in the profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to the consolidated profit or loss on disposal of the foreign operation.

#### (b) Foreign currency translation

For consolidation purpose, the assets and liabilities of foreign operations are translated into USD at the rate of exchange ruling at the date of statement of financial position and their statement of comprehensive income are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the profit or loss.

### 2.5 Basis of consolidation and business combinations

#### (a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary companies as at the end of the reporting period. The financial statements of the subsidiary companies used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Subsidiary companies are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.5 Basis of consolidation and business combinations (cont'd)

#### (a) Basis of consolidation (cont'd)

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when controls is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

#### (b) Business combinations

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with FRS 39 either in profit or loss or as change to other comprehensive income. If the contingent consideration is classified as equity, it is not remeasured until it is finally settled within equity.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another FRS.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

### 2.6 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiary companies not attributable, directly or indirectly, to owners of the Company.

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

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.7 *Subsidiary companies*

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiary companies are accounted for at cost less impairment losses.

### 2.8 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

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

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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

#### (a) *Research and development costs*

Research costs are expensed as incurred. Deferred development costs arising from development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete and the ability to measure reliably the expenditures during the development.

Following initial recognition of the deferred development costs as an intangible asset, it is carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation of the intangible asset begins when development is complete and the asset is available for use. Deferred development costs have a finite useful life and are amortised over the period of expected sales from the related project (5 years) on a straight line basis.

#### (b) *Club membership*

Club memberships with infinite useful lives are stated at cost less impairment losses. Club memberships with finite useful lives are amortised on a straight-line basis over 30 years.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.9 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

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

Buildings	-	20 years
Furniture and fittings	-	3 - 10 years
Plant and machinery	-	3 - 10 years
Office equipment	-	3 - 10 years
Motor vehicles	-	4 - 5 years

Assets under construction included in plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed annually, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

### 2.10 Financial instruments

#### (a) Financial assets

##### Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Currently the Group does not designate any financial assets as held-to-maturity.

##### Subsequent measurement

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

#### (i) Loans and receivables

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less impairment. Gains or losses are recognised in the profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.10 Financial instruments (cont'd)

#### (a) Financial assets

##### (ii) Available-for-sale financial assets

Available-for-sale financial assets include equity securities. Equity investments classified as available-for sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial asset are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

#### De-recognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

#### (b) Financial liabilities

##### Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

##### Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the profit or loss when the liabilities are derecognised, and through the amortisation process.

#### De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.11 Impairment of assets

#### (a) Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

##### (i) Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in the profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial asset is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in the profit or loss.

##### (ii) Financial assets carried at cost

If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial assets carried at cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.11 Impairment of assets (cont'd)

#### (a) Impairment of financial assets (cont'd)

##### (iii) Available-for-sale financial assets

In the case of equity investments classified as available-for-sale, objective evidence of impairment include (i) significant financial difficulty of the issuer or obligor, (ii) information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in equity instrument may not be recovered; and (iii) a significant or prolonged decline in the fair value of the investment below its costs. 'Significant' is to be evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

#### (b) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

### 2.12 Stocks

Stocks are valued at the lower of cost and net realisable value. Cost of materials is determined on a weighted average basis. Costs of finished goods include cost of direct materials, direct labour and attributable overheads. Where necessary, allowance is provided for damaged, obsolete and slowing moving items to adjust the carrying value of stocks to the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and fixed deposits.

### 2.14 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each date of statement of financial position and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 2.15 Operating leases

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight line basis.

### 2.16 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

#### (a) Sale of goods

Revenue from sale of goods is recognised upon the transfer of significant risks and rewards of ownership of the goods to the customer, which generally coincides with the delivery and acceptance of the goods sold. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

#### (b) Interest income

Interest income is recognised using the effective interest method.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

## 2. Summary of significant accounting policies (cont'd)

### 2.17 Taxes

#### (a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### (b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the date of statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiary companies, associated companies and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiary companies, associated companies and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the date of statement of financial position.

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

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

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## 2. Summary of significant accounting policies (cont'd)

### 2.17 Taxes (cont'd)

#### (c) Sales tax

Revenue, expenses and assets are recognised at net of the amount of sales tax except:

- Where the sales tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

### 2.18 Employee benefits

#### (a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to national pension schemes are recognised as an expense in the period in which the related services are performed.

#### (b) Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised as a liability when they accrue to the employees. An accrual is made for the estimated liability for leave as a result of services rendered by employees up to the date of statement of financial position.

### 2.19 Segment reporting

The Group manages its business based on the Group's nature of business which are independently managed by the respective segment managers responsible for the performance of the respective segments. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 3, including the factors used to identify the reportable segments and the measurement basis of segment information.

### 2.20 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
  - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

### 2.21 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

## NOTES TO THE FINANCIAL STATEMENTS

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### 3. Segment information

The Group has two (2016: two) main business segments that are organised and managed separately according to their respective business activities. The business segments are Electronics Distribution and Technology Investments and Others. The activities of these business segments are described as follows:

- (i) The Electronics Distribution segment is a distributor of electronic components and test consumables.
- (ii) The Technology Investments and Others segment acts as the investment arm of the Group and is involved in various investment projects such as the development of batteries solutions and construction of boat for cultural purposes in People's Republic of China.

Management monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss. Group income taxes are managed on a group basis and are not allocated to the operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties. Financial information about business segments is presented as follows:

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

### 3. Segment information (cont'd)

	Electronics Distribution		Technology Investments and Others			Adjustments and eliminations		Consolidated	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000	
<b>Revenue</b>									
Sale to external customers	1,944	3,576	-	-	-	-	1,944	3,576	
<b>Segment Results</b>									
Depreciation of property, plant and equipment	176	(227)	(4,657)	(3,166)	-	-	(4,481)	(3,393)	
Amortisation of intangible assets	-	-	(228)	(176)	-	-	(228)	(176)	
Impairment loss on intangible assets	-	-	-	(3)	-	-	-	(3)	
Impairment loss on trade debtor	-	-	(6)	(25)	-	-	(6)	(25)	
Impairment loss on property, plant and equipment	15	(1,865)	-	-	-	-	15	(1,865)	
Impairment loss on other debtor	-	-	(2,642)	-	-	-	(2,642)	-	
Impairment loss on non-current prepayments	-	-	(20)	(338)	-	-	(20)	(338)	
Impairment loss on available-for-sale financial	-	-	(839)	-	-	-	(839)	-	
Gain on disposal of available-for-sale financial	-	-	-	(1,218)	-	-	-	(1,218)	
Gain on disposal of club membership	-	-	-	22	-	-	-	22	
Interest expense	-	-	52	-	-	-	52	-	
Interest income	-	-	(28)	-	-	-	(28)	-	
Share of results of associate	-	28	31	69	-	-	31	97	
Other debtor written off	-	-	(5)	(5)	-	-	(5)	(5)	
(Allowance)/write back for obsolete stocks	-	(52)	-	-	-	-	-	(52)	
Loss before taxation	191	(2,116)	(8,345)	(4,580)	-	-	(8,154)	(6,696)	
Taxation	-	-	-	-	-	-	(55)	(48)	
Loss for the year							(8,209)	(6,744)	

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

### 3. Segment information (cont'd)

	Electronics Distribution		Technology Investments and Others		Adjustments and eliminations		Consolidated	
	2017	2016	2017	2016	2017	2016	2017	2016
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Assets and liabilities:</b>								
Additions to non-current assets	–	–	2,532	4,017	–	–	2,532	4,017
Segment assets	1,253	961	4,929	8,222	–	–	6,182	9,183
Unallocated assets							7	6
Total assets							6,189	9,189
Segment liabilities	333	276	7,931	2,413	–	2,689	8,264	2,689
Unallocated liabilities							49	37
Total liabilities							8,313	2,726

Additions to non-current assets comprise additions to intangible assets and plant and equipment.

Segment assets consist primarily of non-current and current assets and exclude tax recoverable. Segment liabilities comprise mainly operating liabilities and exclude taxation liabilities.

# NOTES TO FINANCIAL STATEMENTS

31 December 2017

## 3. Segment information (cont'd)

### Geographical information

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

	Revenue		Non-current assets	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Singapore	59	1,961	34	72
Greater China	1,799	1,563	4	2,368
United States of America	–	–	3,876	2,472
Others	86	52	–	–
	1,944	3,576	3,914	4,912

Non-current assets information presented above consist of intangible assets, property, plant and equipment, investment in associate and prepayment as presented in the consolidated statement of financial position.

### Information about a major customer

Revenue from one major customer amounted to US\$453,000 (2016: US\$1,824,000), arising from sale by the electronics distribution segment.

## 4. Group companies

### (a) The significant subsidiary companies as at 31 December 2017 are as follows:

Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity held by the Group	
		2017 %	2016 %
<b>Held by the Company</b>			
** DTB Limited (Hong Kong)	Investment holding (Hong Kong)	100	100
** Dragon Equipment & Materials Technology Ltd (Hong Kong)	Sale, distribution and acting as commission agent in equipment, materials and electronic components (Hong Kong)	100	100
** EoCell Limited (Hong Kong)	Development of battery and storage solutions (Hong Kong)	93	93

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 4. Group companies (cont'd)

(a) The significant subsidiary companies as at 31 December 2017 are as follows (cont'd):

Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity held by the Group	
		2017 %	2016 %
<b>Held by subsidiary companies (cont'd):</b>			
<b>Held by DTB Limited</b>			
** Nanjing DTB Development Co., Ltd (People's Republic of China)	Construction of antique wooden sea boat, communication of culture, exhibition and conference, etc. (People's Republic of China)	60	60
# Dragon Ventures Limited (Hong Kong)	Investment holding	100	100
<b>Held by Dragon Ventures Limited</b>			
# Dragon Tourism Management Company Limited (People's Republic of China)	Develop and manage a mixed-used property (People's Republic of China)	100	100
<b>Held by Dragon Equipment &amp; Materials Technology Ltd (Hong Kong)</b>			
* Spire Technologies Pte Ltd (Singapore)	Importing, exporting, retailing and trading in electronic components and test consumables (Singapore)	100	100
<b>Held by Spire Technologies Pte Ltd</b>			
** Spire Technologies (Taiwan) Ltd (Taiwan)	Importing, exporting, retailing and trading in electronic components and test consumables (Taiwan)	60	60
<b>Held by EoCell Limited</b>			
# EoCell Inc (United States of America)	Development of battery and storage solutions (United States of America)	93	93

\* Audited by Ernst & Young LLP, Singapore

# Not required to be audited in country of incorporation

\*\* Audited by the following Certified Public Accounting firms:

Company

Spire Technologies (Taiwan) Ltd  
Dragon Equipment & Materials Technology Ltd  
DTB Limited  
Dragon Ventures Limited  
EoCell Limited  
Nanjing DTB Development Co., Ltd

Certified Public Accounting firm

YuanTeng CPAs & Consulting Inc  
Y.K Leung & Co., Hong Kong  
Y.K Leung & Co., Hong Kong  
Y.K Leung & Co., Hong Kong  
Y.K Leung & Co., Hong Kong  
Y.K Leung & Co., Hong Kong  
Jiangsu Yonghe Certified Public Accountant Co., Ltd

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 4. Group companies (cont'd)

#### (b) Interest in subsidiaries with material non-controlling interests ("NCI")

The Group has the following subsidiaries with NCI that are material to the Group:

1. EoCell Limited ("EoCell") and its subsidiary ("EoCell Group")
2. Nanjing DTB Development Co., Ltd ("Nanjing DTB")
3. Spire Technologies (Taiwan) Ltd ("Spire Taiwan")

Name of subsidiary (Principal place of business)	Proportion of ownership interest held by NCI	(Loss)/ Profit allocated to NCI during the reporting period US\$'000	Accumulated NCI at end of reporting period US\$'000
<b>31 December 2017:</b>			
EoCell Group (Hong Kong, United States of America)	7%	(134)	(306)
Nanjing DTB (People's Republic of China)	40%	(1,677)	(2,340)
Spire Taiwan (Taiwan)	40%	70	218
<b>31 December 2016:</b>			
EoCell Group (Hong Kong, United States of America)	7%	–	(172)
Nanjing DTB (People's Republic of China)	40%	(52)	(586)
Spire Taiwan (Taiwan)	40%	46	135

There were no dividends paid to the above NCI during the years ended 31 December 2017 and 31 December 2016.

#### Significant restrictions:

There were no significant restrictions on the Group's ability to use or access assets and settle liabilities of subsidiaries with material non-controlling interests except that these subsidiaries are required to seek the approval of the NCI should the Group need to deploy the assets from these subsidiaries to the Company or its other subsidiaries.

# NOTES TO FINANCIAL STATEMENTS

31 December 2017

## 4. Group companies (cont'd)

### (c) Summarised financial information about subsidiaries with material NCI

Summarised financial information including consolidation adjustments but before intercompany eliminations of subsidiaries with material non-controlling interests are as follows:

#### Summarised balance sheets

	EoCell Group		Nanjing DTB		Spire Taiwan	
	2017	2016	2017	2016	2017	2016
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Current</b>						
Assets	89	128	235	637	659	587
Liabilities	8,340	5,063	6,086	3,792	114	253
<b>Net current (liabilities)/assets</b>	<b>(8,251)</b>	<b>(4,935)</b>	<b>(5,851)</b>	<b>(3,155)</b>	<b>545</b>	<b>344</b>
<b>Non-current</b>						
Assets	3,876	2,472	1	1,690	–	–
<b>Net (liabilities)/assets</b>	<b>(4,375)</b>	<b>(2,463)</b>	<b>(5,850)</b>	<b>(1,465)</b>	<b>545</b>	<b>334</b>

#### Summarised income statement

	EoCell Group		Nanjing DTB		Spire Taiwan	
	2017	2016	2017	2016	2017	2016
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Revenue	–	–	–	–	1,743	1,472
(Loss)/profit before income tax	(1,912)	(1,460)	(4,193)	(131)	225	144
Income tax expense	–	–	–	–	(50)	(30)
<b>(Loss)/profit for the year</b>	<b>(1,912)</b>	<b>(1,460)</b>	<b>(4,193)</b>	<b>(131)</b>	<b>175</b>	<b>114</b>

#### Summarised statement of other comprehensive income

	EoCell Group		Nanjing DTB		Spire Taiwan	
	2017	2016	2017	2016	2017	2016
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
(Loss)/profit for the year	(1,912)	(1,460)	(4,193)	(131)	175	114
Other comprehensive income	–	–	(191)	96	30	3
<b>Total other comprehensive income for the year</b>	<b>(1,912)</b>	<b>(1,460)</b>	<b>(4,384)</b>	<b>(35)</b>	<b>205</b>	<b>117</b>

#### Other summarised information

	EoCell Group		Nanjing DTB		Spire Taiwan	
	2017	2016	2017	2016	2017	2016
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Net cash flows generated (used in)/ generated from operations	1,605	2,058	189	906	(52)	96
Acquisition of significant property, plant and equipment	(92)	(723)	(900)	(1,764)	–	–

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 4. Group companies (cont'd)

#### (d) Dilution in equity interest in subsidiary, without loss of control

On 28 December 2016, the Group's equity interest in EoCell Group was diluted by 7% upon the issuance of new shares in the capital of EoCell Group to a joint venture investor with a minimal amount of consideration. Following the dilution, the Group continues to control EoCell Group, retaining 93% of the ownership interests. The transaction has been accounted for as an equity transaction with non-controlling interests, resulting in:

	<b>2016</b> US\$'000
Proceeds from the issuance of new shares in EoCell Group	–
Net assets attributable to NCI	172
Increase in equity attributable to parent	172
Represented by:	
Other reserves	172
Increase in equity attributable to parent entity	172

### 5. Revenue

Revenue is analysed as follows:

	<b>Group</b>	
	<b>2017</b> US\$'000	<b>2016</b> US\$'000
Sale of goods	1,944	3,576

### 6. Other income

	<b>Group</b>	
	<b>2017</b> US\$'000	<b>2016</b> US\$'000
Interest income		
- Fixed deposits and current accounts	1	16
- Holding Company	10	33
- Related party	–	28
- External parties	20	20
Others	5	5
	36	102

### 7. Finance costs

Finance costs are analysed as follows:

	<b>Group</b>	
	<b>2017</b> US\$'000	<b>2016</b> US\$'000
Bank charges	(20)	(22)
Interest on loan from Holding Company	(28)	–
	(48)	(22)

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 8. Other losses

Other losses are analysed as follows:

	Group	
	2017 US\$'000	2016 US\$'000
Impairment loss on property, plant and equipment (Note 13(a))	(2,642)	–
Impairment loss on non-current prepayments (Note 16)	(839)	–
Impairment loss on other debtor (Note 21)	–	(338)
Impairment losses on available-for-sale financial assets (Note 15)	–	(1,218)
	(3,481)	(1,556)

### 9. Loss before taxation

Loss before taxation is stated after (charging)/crediting: -

	Group	
	2017 US\$'000	2016 US\$'000
Depreciation of property, plant and equipment (Note 13)	(228)	(176)
Amortisation of intangible assets (Note 12)	–	(3)
Write-back/ (impairment loss) on trade debtor (Note 20(b))	15	(1,865)
Impairment loss on other debtor (Note 21)	(20)	(338)
Impairment loss on intangible assets (Note 12)	(6)	(25)
Other debtor written off	–	(52)
Foreign exchange gain/ (loss)	307	(375)
(Allowance for)/ reversal of stocks obsolescence (Note 18)	(3)	260
Staff costs		
- Contributions to national pension schemes	(68)	(44)
- Salaries, wages, bonuses and other costs	(1,530)	(1,097)
Legal, regulatory and professional fees	(1,668)	(570)
Audit fees <sup>(1)</sup>		
- Auditor of the Company	(66)	(66)
- Other auditors	(24)	(22)
Management fees (Note 31)	(108)	(109)
	(3,481)	(1,556)

<sup>(1)</sup> No non-audit fees have been paid to the auditors during the year.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 10. Taxation

The major components of income tax (expense)/credit for the years ended 31 December 2017 and 2016 are:

	Group	
	2017 US\$'000	2016 US\$'000
Current taxation		
- Singapore	(9)	(10)
- Other countries	(50)	(30)
	(59)	(40)
Over/(under) provision in respect of prior years		
- Current taxation	7	(8)
- Deferred tax	(3)	–
	(55)	(48)

A reconciliation of the domestic statutory tax rate to the effective tax rate applicable to loss before taxation for the financial years ended 31 December is as follows:

	Group	
	2017 %	2016 %
Domestic statutory tax rate	(17.0)	(17.0)
<b>Tax effect of:</b>		
Deemed income for tax purposes	2.8	3.3
Expenses not deductible for tax purposes	18.3	14.0
Effect of tax exemption	0.4	(0.2)
Different tax rates of other countries	(4.1)	(4.2)
Deferred tax assets not recognised	0.1	4.6
(Over)/under under provision in respect of prior years	(0.1)	0.1
Others	0.3	–
	0.7	0.6

The Group has unutilised tax losses amounting to approximately US\$7,732,000 (2016: US\$7,685,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset has been recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 11. Loss per share

Basic loss per share amounts are calculated by dividing the net loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The following table reflects the net loss and share data used in the computation of basic loss per share for the financial years ended 31 December:

<u>Group</u>	Group	
	2017 US\$'000	2016 US\$'000
Net loss attributable to ordinary equity holders of the Company used in the computation of basic loss per share	(6,468)	(6,738)
	<b>'000</b>	<b>'000</b>
Weighted average number of ordinary shares in issue applicable to basic loss per share	347,945	347,945

### 12. Intangible assets

Group	Club memberships US\$'000	Development expenditure US\$'000	Total US\$'000
<b>Cost</b>			
At 1 January 2016	184	–	184
Additions	–	1,530	1,530
At 31 December 2016 and 1 January 2017	184	1,530	1,714
Additions	–	1,539	1,539
Disposals	(85)	–	(85)
At 31 December 2017	99	3,069	3,168
<b>Accumulated amortisation and impairment</b>			
At 1 January 2016	68	–	68
Amortisation	3	–	3
Impairment loss	25	–	25
At 31 December 2016 and 1 January 2017	96	–	96
Impairment loss	6	–	6
Disposals	(37)	–	(37)
At 31 December 2017	65	–	65
<b>Net carrying amount</b>			
At 31 December 2017	34	3,069	3,103
At 31 December 2016	88	1,530	1,618

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 12. Intangible assets (cont'd)

	Company	
	2017 US\$'000	2016 US\$'000
Club memberships	34	40

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#### Development expenditure

Development expenditure relates to costs incurred for the development of the Group's battery and storage solutions unit, and has an amortisation period of five years. Amortisation of the asset will begin when the asset is available for use. All development costs not eligible for capitalisation have been expensed and are recognised in the "Research and development costs" line item in the consolidated income statement.

#### Club membership

During the financial year, two club memberships with a carrying value of US\$48,000 were sold for a consideration of US\$100,000. As a result, the Group recognized a gain on disposal of US\$52,000.

#### Amortisation expense

Amortisation of club memberships is included in the "General and administrative costs" line in the consolidated income statement.

#### Impairment loss recognised

During the financial year, an impairment loss of US\$6,000 (2016: US\$25,000) was recognised to write-down the carrying value of club membership to its recoverable amount. The impairment loss had been included in the "General and administrative costs" line in the consolidated income statement.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 13. Property, plant and equipment

Group	Buildings US\$'000	Furniture and fittings US\$'000	Plant and machinery US\$'000	Office equipment US\$'000	Construction- in-progress <sup>(a)</sup> US\$'000	Motor vehicles US\$'000	Total US\$'000
<b>Cost</b>							
At 1 January 2016	2,395	263	678	624	6,368	99	10,427
Additions	–	74	649	–	1,764	–	2,487
Written off	–	(261)	–	(406)	–	–	(667)
Disposals	–	–	–	–	–	(47)	(47)
Currency realignment	(160)	(2)	(17)	(14)	(499)	(3)	(695)
At 31 December 2016 and 1 January 2017	2,235	74	1,310	204	7,633	49	11,505
Additions	–	–	90	3	900	–	993
Written off	–	–	–	–	–	–	–
Disposals	–	–	–	–	–	–	–
Currency realignment	143	–	16	12	519	3	693
At 31 December 2017	2,378	74	1,416	219	9,052	52	13,191
<b>Accumulated depreciation and impairment</b>							
At 1 January 2016	2,395	263	287	616	6,368	99	10,028
Charge for the year	–	8	164	4	–	–	176
Written off	–	(261)	–	(406)	–	–	(667)
Disposals	–	–	–	–	–	(47)	(47)
Currency realignment	(160)	(1)	(18)	(14)	(425)	(3)	(621)
At 31 December 2016 and 1 January 2017	2,235	9	433	200	5,943	49	8,869
Charge for the year	–	13	214	1	–	–	228
Impairment loss (Note (a))	–	–	–	–	2,642	–	2,642
Currency realignment	143	–	16	12	467	3	641
At 31 December 2017	2,378	22	663	213	9,052	52	12,380
<b>Net carrying amount</b>							
At 31 December 2017	–	52	753	6	–	–	811
At 31 December 2016	–	65	877	4	1,690	–	2,636

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 13. Property, plant and equipment (cont'd)

Company	Office equipment US\$'000	Motor vehicle US\$'000	Total US\$'000
<b>Cost</b>			
At 1 January 2016	11	47	58
Additions	1	–	1
Disposals	–	(47)	(47)
At 31 December 2016, 1 January 2017 31 December 2017	12	–	12
<b>Accumulated depreciation and impairment</b>			
At 1 January 2016	7	47	54
Charge for the year	4	–	4
Disposals	–	(47)	(47)
At 31 December 2016 and 1 January 2017 Charge for the year	11	–	11
At 31 December 2017	12	–	12
<b>Net carrying amount</b>			
At 31 December 2017	–	–	–
At 31 December 2016	1	–	1

#### (a) Construction-in-progress

During the year, the Group faced unforeseen delays caused by local environmental rules requiring the boat to be repositioned. This resulted in certain disagreements between shareholders of Nanjing DTB. The construction has since been suspended pending a review by the shareholders of Nanjing DTB on the future plans for the project.

Given this significant uncertainty over the Dragon Treasure Boat project as at 31 December 2017, an impairment charge of US\$2,642,000 was recognized in the "Other losses" line item of the consolidated income statement for the financial year ended 31 December 2017, representing the write-down of the construction-in-progress to its recoverable amount of US\$ Nil. The recoverable amount was based on its value in use and pre-tax discount rate was 16.5% (2016: 14.3%).

## NOTES TO FINANCIAL STATEMENTS

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### 14. Investments in subsidiary companies

	Company	
	2017 US\$'000	2016 US\$'000
Unquoted shares, at cost	2,282	2,282
Allowance for impairment	(2,247)	(2,242)
	35	40
Carrying amount of investments		
Movement in allowance account:		
At 1 January	2,242	1,587
Impairment for the year	5	655
	2,247	2,242
At 31 December		

Details of the significant subsidiary companies are set out in Note 4.

### 15. Available-for-sale financial assets

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Unquoted equity shares, at cost	13,432	12,784	6,951	6,951
Allowance for impairment	(13,414)	(12,784)	(6,951)	(6,951)
	18	-	-	-
Quoted equity shares in corporations, at cost	-	645	315	315
Allowance for impairment	-	(630)	(315)	(315)
	-	15	-	-
Movement in allowance account:				
At 1 January	13,414	12,208	7,266	6,048
Impairment for the year for unquoted equities	-	1,165	-	1,165
Impairment for the year for quoted equities	-	53	-	53
Exchange differences	-	(12)	-	-
	13,414	13,414	7,266	7,266
At 31 December				

#### Impairment losses

The available-for sale financial assets relate mainly to equity interest in HeatTech Japan Ltd ("HTJ") and Nanofuel Ltd ("NNF") which the Group acquired in 2015. In 2016, impairment loss of US\$665,000 and US\$500,000 on were recognised on HTJ and NNF respectively after impairment assessments were carried out on these investments. An impairment loss of US\$53,000 for an investment in quoted equity securities was recognised in 2016 as there were "significant" or "prolonged" decline in the fair value of these investments below their costs. The impairment losses are recognised in the "Other losses" line item of the consolidated income statement for the financial year ended 31 December 2016. There is no impairment for year ended 31 December 2017.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 16. Prepayments

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Prepayments (non-current) (Note (i))	–	658	–	–
Prepayments (current)	187	48	155	7
	187	706	155	7
<b>Disclosure in statement of financial position</b>				
Current	187	48	155	7
Non-current (Note (i))	–	658	–	–
	187	706	155	7

- (i) Prepayments include payments in advance amounting to US\$ Nil (2016: US\$658,000) for the development project along the Yangtze Riverbank. In 2017, prepayments in non-current assets were fully impaired given that it is not likely to be recovered based on the circumstances of the development project. An impairment charge of US\$839,000 was recognised in the “Other losses” line item of the consolidated income statement for the financial year ended 31 December 2017.

### 17. Amounts due from subsidiary companies

	Company	
	2017 US\$'000	2016 US\$'000
Amounts due from subsidiary companies	25,592	21,892
Allowance for impairment	(17,815)	(14,903)
	7,777	6,989
Movement in allowance account:		
At 1 January	14,903	6,123
Charge for the year	2,912	8,780
	17,815	14,903

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 17. Amounts due from subsidiary companies (cont'd)

The amounts due from subsidiary companies are non-trade in nature, unsecured and are to be settled in cash. They are non-interest bearing and repayable upon demand.

During the financial year, the Company recognised an impairment loss of US\$2,912,000 (2016: US\$8,780,000) on the amounts due from subsidiary companies as a result of the deteriorating financial results and financial positions of the subsidiary companies.

### 18. Stocks

	Group	
	2017 US\$'000	2016 US\$'000
<b>Statement of financial position</b>		
Finished goods	69	43
<b>Income statement</b>		
Stocks recognised as an expense in cost of sales	1,572	3,221
Inclusive of the following:		
- Allowance for/ (reversal of) stock obsolescence	3	(260)

The reversal of write-down of stocks was made during the financial year ended 31 December 2016 when the related stocks were used for construction of the Dragon Treasure Boat (Note 13).

### 19. Amount due from holding company

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Loan (unsecured)	–	900	–	900
Others – payments made on behalf	36	93	36	93
	36	993	36	993

The loan due from holding company is non-trade in nature, interest bearing at an interest of 3.42% to 3.45% (2016: 3.38% to 3.94%) per annum and was fully repaid in April 2017.

The others balance is non-trade in nature, interest free and repayable on demand in cash.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 20. Trade debtors

	Group	
	2017 US\$'000	2016 US\$'000
Trade debtors	2,474	2,397
Allowance for doubtful debt	(1,941)	(1,949)
	533	448

Trade debtors are non-interest bearing and are generally on 60 to 120 day terms. They are recognised at their original invoiced amounts which represent their fair value on initial recognition.

Trade debtors denominated in foreign currencies at 31 December are as follows:

	Group	
	2017 US\$'000	2016 US\$'000
United States Dollar	33	46

#### (a) Trade debtors ageing

	Group					
	Gross US\$'000	2017 Allowance US\$'000	Net US\$'000	Gross US\$'000	2016 Allowance US\$'000	Net US\$'000
Not past due	387	–	387	115	–	115
Less than 30 days	110	–	110	224	(28)	196
30 to 60 days	18	–	18	16	–	16
61 to 90 days	–	–	–	80	–	80
More than 90 days	1,959	(1,941)	18	1,962	(1,921)	41
	2,474	(1,941)	533	2,397	(1,949)	448

#### (b) Analysis of allowance for doubtful trade debts

The movement of the allowance account used to record the impairment are as follows:

	Group	
	2017 US\$'000	2016 US\$'000
Movement in allowance account:		
At 1 January	1,949	415
Charge for the year	–	1,865
Written back	(15)	–
Written off	–	(325)
Currency realignment	7	(6)
	1,941	1,949

#### (c) Trade debtors that are impaired

Trade debtors that were individually determined to be impaired at 31 December 2016 were related to debtors that were in significant financial difficulties and have defaulted on payments. Debtors are not secured by any collateral or credit enhancements.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 21. Other debtors

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Deposits	20	20	6	6
Due from related parties	85	99	9	16
Sundry debtors	2,205	2,062	363	376
	2,310	2,181	378	398
Allowance for doubtful debts	(2,086)	(1,904)	(358)	(338)
	224	277	20	60
Movement in allowance account:				
As 1 January	1,904	1,561	338	–
Charge for the year	20	338	20	338
Exchange differences	162	5	–	–
As 31 December	2,086	1,904	358	338

Sundry debtors included loans of US\$2,086,000 (2016: US\$1,904,000) to third parties. The loans were secured, bore interest at market rates and were repayable on demand in cash. During the financial year, the Group recognised an additional impairment loss on the loans in the “General and administrative costs” line item in the consolidated income statement.

Other debtors denominated in foreign currencies at 31 December are as follows:

	Group	
	2017 US\$'000	2016 US\$'000
United States Dollar	75	83
Singapore Dollar	3	7
Thailand Baht	69	108

### 22. Cash and cash equivalents

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Cash at bank and on hand	1,201	1,447	387	373
Fixed deposits	–	1,000	–	1,000
	1,201	2,447	387	1,373

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

In 2016, the fixed deposits of the Group with financial institutions mature within 1 month from the financial year end. Interest rate for the Group and Company was 0.6% per annum.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 22. Cash and cash equivalents (cont'd)

Cash and cash equivalents denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
United States Dollar	375	200	–	–
Singapore Dollar	60	75	60	75
Hong Kong Dollar	4	8	–	–

### 23. Trade creditors and accruals

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Trade creditors	338	264	–	–
Accruals	1,996	484	322	121
	2,334	748	322	121

Trade creditors are non-interest bearing and are normally settled on 30 to 45 day terms.

Trade creditors denominated in foreign currencies at 31 December are as follows:

	Group	
	2017 US\$'000	2016 US\$'000
United States Dollar	215	99
Singapore Dollar	323	122
Thai Baht	207	215

### 24. Other creditors

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Directors' fees	216	125	216	125
Sundry creditors	457	343	113	37
Due to a related party	531	57	126	30
Advances for capital injection from non-controlling interest	1,810	1,413	–	–
	3,014	1,938	455	192

Other creditors are unsecured, interest free and repayable on demand in cash.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 24. Other creditors (cont'd)

Other creditors denominated in foreign currencies at 31 December are as follows:

	Group	
	2017 US\$'000	2016 US\$'000
Singapore Dollar	216	133
United States Dollar	6	–
Thai Baht	67	113
Renminbi	4	4

### 25. Amount due to holding company

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
Loan (unsecured)	2,745	–	2,745	–
Others – payments made on behalf	171	3	171	3
	<u>2,916</u>	<u>3</u>	<u>2,916</u>	<u>3</u>

The loan to holding company is non-trade in nature and bears interest at 4.13% (2016: Nil) per annum. The amount is repayable on demand in cash. However, the holding company has agreed to not recall the amount for the next twelve months from the date the financial statements are authorised for issuance.

The others balance is non-trade in nature, interest-free and repayable on demand in cash.

A reconciliation of liabilities arising from financing activities is as follows:

	2016 US\$'000	2017 Cash flows US\$'000	2017 Accretion of interests US\$'000	2017 US\$'000
Loans				
- current	–	2,745	9	2,754
Total	<u>–</u>	<u>2,745</u>	<u>9</u>	<u>2,754</u>

### 26. Amounts due to subsidiary companies

The amounts due to subsidiary companies are interest-free, non-trade in nature and unsecured. The amounts are repayable on demand in cash.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 27. Share capital

	Group and Company			
	2017		2016	
	No. of shares '000	US\$'000	No. of shares '000	US\$'000
<b>Issued and fully paid ordinary shares</b>				
At beginning and end of the year	347,945	59,970	347,945	59,970

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

### 28. Capital reserve

The capital reserve relates to capitalisation of bonus issued by a subsidiary company in 2001.

### 29. Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of:

- (a) financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency; and
- (b) monetary items which form part of net investments in subsidiary companies.

### 30. Operating lease commitments

The Group leases premises, machinery and equipment and internet lease lines under non-cancellable lease arrangements. Future minimum rentals under non-cancellable leases as at 31 December are as follows:

	Group	
	2017 US\$'000	2016 US\$'000
Not later than one year	26	24

Rental expenses (principally for premises, machinery and equipment and internet lease lines) were US\$36,000 (2016: US\$22,000).

The above operating leases do not contain any escalation clauses and do not provide for contingent rents. Lease terms do not contain restrictions on the Group's activities concerning dividends, additional debts or entering into other leasing agreements.

Certain leases include renewal options for additional lease period of 1 year (2016: 1 year) and at rental rates based on negotiations and prevailing market rates.

## NOTES TO FINANCIAL STATEMENTS

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### 31. Related party transactions

#### (a) Sale and purchase of goods and services

In addition to related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the year:

	Group		Company	
	2017 US\$'000	2016 US\$'000	2017 US\$'000	2016 US\$'000
<b>Holding company</b>				
Management fee expense	108	109	108	109
Interest income	10	33	10	33
Interest expense	(28)	–	(28)	–
<b>Related party</b>				
Sales	–	1,824	–	–
Interest income	–	28	–	–

Related party refers to a company in which the Company's Chairman and Chief Executive Officer holds key executive position and has 5% equity interest.

#### (b) Compensation of key management personnel

	Group	
	2017 US\$'000	2016 US\$'000
Short-term employee benefits	801	848
Comprise amounts paid to:		
Directors of the Company	524	596
Other key management personnel	277	252
	801	848

At 1 January and 31 December 2017, none of the Company's Directors and Key Executive Officers held options to purchase ordinary shares of the Company under employee share option scheme.

During the financial year ended 31 December 2017, no share options have been granted to the Company's Directors.

### 32. Financial risk management objectives and policies

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include interest rate risk, liquidity risk, credit risk and foreign currency risk. The Board of Directors reviews and agrees policies and procedures for the management of these risks, which are executed by the management. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives shall be undertaken.

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

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 32. Financial risk management objectives and policies (cont'd)

#### (a) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's objective is to maintain a continuity of funding.

The Group's and Company's liquidity risk management policy is to maintain sufficient liquid financial assets.

#### Analysis of financial instruments by remaining contractual maturities

The following table summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the date of statement of financial position based on contractual undiscounted payments.

Group 2017	1 year or less US\$'000	1 to 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
<b>Financial assets</b>				
Available-for-sale financial assets	–	–	18	18
Amount due from holding company	36	–	–	36
Trade debtors	533	–	–	533
Other debtors	224	–	–	224
Cash and cash equivalents	1,201	–	–	1,201
<b>Total undiscounted financial assets</b>	<b>1,994</b>	<b>–</b>	<b>18</b>	<b>2,012</b>
<b>Financial liabilities</b>				
Trade creditors and accruals	2,334	–	–	2,334
Other creditors	3,014	–	–	3,014
Amount due to holding company	3,029	–	–	3,029
<b>Total undiscounted financial liabilities</b>	<b>8,377</b>	<b>–</b>	<b>–</b>	<b>8,377</b>
<b>Total net undiscounted financial (liabilities)/ assets</b>	<b>(6,383)</b>	<b>–</b>	<b>18</b>	<b>(6,365)</b>
<b>Company</b>				
2017	1 year or less US\$'000	1 to 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
<b>Financial assets</b>				
Available-for-sale financial assets	–	–	–	–
Amount due from holding company	36	–	–	36
Amounts due from subsidiary companies	7,777	–	–	7,777
Other debtors	20	–	–	20
Cash and cash equivalents	387	–	–	387
<b>Total undiscounted financial assets</b>	<b>8,220</b>	<b>–</b>	<b>–</b>	<b>8,220</b>
<b>Financial liabilities</b>				
Trade creditors and accruals	322	–	–	322
Other creditors	455	–	–	455
Amount due to holding company	3,029	–	–	2,916
Amounts due to subsidiary companies	117	–	–	117
<b>Total undiscounted financial liabilities</b>	<b>3,923</b>	<b>–</b>	<b>–</b>	<b>3,923</b>
<b>Total net undiscounted financial assets</b>	<b>4,297</b>	<b>–</b>	<b>–</b>	<b>4,297</b>

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 32. Financial risk management objectives and policies (cont'd)

#### (a) Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

Group 2016	1 year or less US\$'000	1 to 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
<b>Financial assets</b>				
Available-for-sale financial assets	–	–	15	15
Amount due from holding company	1,008	–	–	1,008
Trade debtors	448	–	–	448
Other debtors	277	–	–	277
Cash and cash equivalents	2,447	–	–	2,447
Total undiscounted financial assets	4,180	–	15	4,195
<b>Financial liabilities</b>				
Trade creditors and accruals	748	–	–	748
Other creditors	1,938	–	–	1,938
Amount due to holding company	3	–	–	3
Total undiscounted financial liabilities	2,689	–	–	2,689
Total net undiscounted financial assets	1,491	–	15	1,506
<b>Company 2016</b>				
<b>Financial assets</b>				
Available-for-sale financial assets	–	–	–	–
Amount due from holding company	1,008	–	–	1,008
Amounts due from subsidiary companies	6,989	–	–	6,989
Other debtors	60	–	–	60
Cash and cash equivalents	1,373	–	–	1,373
Total undiscounted financial assets	9,430	–	–	9,430
<b>Financial liabilities</b>				
Trade creditors and accruals	121	–	–	121
Other creditors	192	–	–	192
Amount due to holding company	3	–	–	3
Amounts due to subsidiary companies	121	–	–	121
Total undiscounted financial liabilities	437	–	–	437
Total net undiscounted financial assets	8,993	–	–	8,993

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 32. Financial risk management objectives and policies (cont'd)

#### (b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other debtors and amounts due from subsidiary companies. For other financial assets (including available-for-sale financial assets and cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

#### Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade debtors on an ongoing basis. The credit risk concentration profile of the Group's trade debtors at the date of statement of financial position is as follows:

	2017		2016	
	US\$'000	% of total	US\$'000	% of total
<b>By Region:</b>				
Greater China	521	98	434	97
Singapore	1	*	3	1
Malaysia	10	2	11	2
Others	1	*	–	–
	533	100	448	100

\*Amounts are less than 1%

#### Exposure to credit risk

At the date of statement of financial position, the Group's and the Company's exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position

There is no significant credit risk exposure faced by the Group in 2017 and 2016.

#### Financial assets that are neither past due nor impaired

Trade and other debtors that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalents are placed with reputable financial institutions.

#### Financial assets that are either past due or impaired

Information regarding trade debtors that are either past due or impaired is disclosed in Note 20 and Note 21.

#### (c) Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of the companies within the Group. The companies within the Group customarily conduct their business in their respective functional currencies. The foreign currencies in which these transactions are denominated are mainly USD. No company in the Group has entered into any derivatives to manage foreign currency risk.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including People's Republic of China. The Group's investments in these foreign operations are not hedged as currency positions in Renminbi ("RMB") is considered to be long-term in nature.

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 32. Financial risk management objectives and policies (cont'd)

#### (c) Foreign currency risk (cont'd)

##### Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's loss net of tax to a reasonably possible change in the USD and SGD exchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

		<b>Group Net loss</b>	
		<b>2017</b>	<b>2016</b>
		US\$'000	US\$'000
USD	Strengthened by 5% (2016: 5%)	(623)	(610)
	Weakened by 5% (2016: 5%)	623	610
SGD	Strengthened by 5% (2016: 5%)	(72)	(6)
	Weakened by 5% (2016: 5%)	72	6

### 33. Financial instruments

#### Categories of financial instruments

	Note	<b>Group</b>		<b>Company</b>	
		<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
		US\$'000	US\$'000	US\$'000	US\$'000
<b>Loans and receivables</b>					
Amounts due from subsidiary companies	17	–	–	7,777	6,989
Amount due from holding company	19	36	993	36	993
Trade debtors	20	533	448	–	–
Other debtors	21	224	277	20	60
Cash and cash equivalents	22	1,201	2,447	387	1,373
		1,994	4,165	8,220	9,415
<b>Financial liabilities measured at amortised cost</b>					
Trade creditors and accruals	23	2,334	748	322	121
Other creditors	24	1,204	525	455	192
Amount due to holding company	25	2,916	3	2,916	3
Amounts due to subsidiary companies	26	–	–	117	121
		6,454	1,276	3,810	437
Available-for-sale financial assets	15	18	15	–	–

# NOTES TO FINANCIAL STATEMENTS

31 December 2017

## 34. Fair values of assets and liabilities

### (i) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

### (ii) Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

	Group		Company	
	US\$'000			
Fair value measurements at the end of the reporting period using:				
	Quoted prices in active markets for identical instruments (Level 1)	Total	Quoted prices in active markets for identical instruments (Level 1)	Total
<b>Recurring fair value measurements</b>				
<b>Financial assets</b>				
<u>Available-for-sale financial assets (Note 15)</u>				
<b>2017</b>				
Equity securities				
<i>Quoted equity securities</i>	–	–	–	–
<b>2016</b>				
Equity securities				
<i>Quoted equity securities</i>	15	15	–	–

## NOTES TO FINANCIAL STATEMENTS

31 December 2017

### 34. Fair values of assets and liabilities (cont'd)

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

The fair values of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value are as follows:

	Group				Company			
	2017 US\$'000		2016 US\$'000		2017 US\$'000		2016 US\$'000	
	Carrying amount	Fair Value (Level 3)	Carrying amount	Fair Value (Level 3)	Carrying amount	Fair Value	Carrying amount	Fair Value
<b>Financial assets</b>								
Investment securities, carried at cost (Note 15)	–	*	–	*	–	*	–	*

\* Investment securities carried at cost

Fair value information was not disclosed for the Group's investments in equity instruments carried at cost because fair value could not be measured reliably. These equity instruments represented mainly ordinary shares in companies not quoted on any market and did not have any comparable listed industry peer. In addition, the variability in the range of reasonable fair value estimates derived from valuation techniques would be significant.

### 35. Capital management

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

The Group monitors its monthly cash flows and also manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may issue new shares.

No changes were made in the objectives, policies and processes during the years ended 31 December 2017 and 31 December 2016.

### 36. Events occurring after reporting period

On 10 August 2017, the Company announced that its 93%-held subsidiary, EoCell Ltd, had entered into share subscription agreements with Zhuhai Yinlong Energy Co., Ltd ("Yinlong"), a company incorporated in the People's Republic of China, and Sputnik Energy Limited, the current minority shareholder. Yinlong has committed to invest \$20m for a 40% share of EoCell Limited (holding company of EoCell Inc), due to the Li-Ion cell technology of EoCell Inc. The transaction is expected to be completed by April 2018.

Upon completion, DGI's interest in EoCell would be diluted from 93% to 40% and EoCell will cease to be a subsidiary of the Company.

### 37. Authorisation of financial statements

The financial statements for the financial year ended 31 December 2017 were authorised for issue in accordance with a resolution of the Directors on 3 April 2018.



# **APPENDIX 3**

DRAGON GROUP INTERNATIONAL LIMITED | ANNUAL REPORT 2017

## **STATISTICS OF SHAREHOLDINGS**



# STATISTICS OF SHAREHOLDINGS

As at 22 March 2018

Number of Equity Securities	:	347,944,511
Number of Treasury Shares	:	Nil
Class of Equity Securities	:	Ordinary shares
Voting Rights	:	One vote per share

The Company does not have any treasury shares.

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	146	4.17	5,541	0.00
100 - 1000	1,661	47.44	743,749	0.21
1,001 - 10,000	1,037	29.62	3,292,823	0.95
10,001 - 1,000,000	622	17.77	74,596,782	21.44
1,000,001 and above	35	1.00	269,305,616	77.40
<b>Total</b>	<b>3,501</b>	<b>100.00</b>	<b>347,944,511</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

S/No	Name	No. of Shares	%
1.	ASTI HOLDINGS LIMITED	142,579,302	40.98
2.	DBS NOMINEES (PRIVATE) LIMITED	15,062,809	4.33
3.	HL BANK NOMINEES (SINGAPORE) PTE LTD	12,000,000	3.45
4.	DB NOMINEES (SINGAPORE) PTE LTD	8,750,000	2.51
5.	UOB KAY HIAN PRIVATE LIMITED	8,051,853	2.31
6.	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	7,577,400	2.18
7.	RAFFLES NOMINEES (PTE) LIMITED	6,807,409	1.96
8.	PHILLIP SECURITIES PTE LTD	5,436,040	1.56
9.	LIM HOCK GUAN	4,727,000	1.36
10.	LIM & TAN SECURITIES PTE LTD	4,508,600	1.30
11.	ABN AMRO CLEARING BANK N.V.	4,435,000	1.27
12.	SOH POCK KHENG	4,400,000	1.26
13.	TAY PECK CHUAN LEONG	3,576,000	1.03
14.	KHOO HO TONG	3,500,000	1.01
15.	MAYBANK KIM ENG SECURITIES PTE. LTD.	3,147,803	0.90
16.	LIM GUAN TECK	2,500,000	0.72
17.	RAMESH S/O PRITAMDAS CHANDIRAMANI	2,500,000	0.72
18.	OCBC SECURITIES PRIVATE LIMITED	2,297,750	0.66
19.	FIONA SOH SIOK LAN MRS LIM GUAN TECK	2,273,000	0.65
20.	ONG HEAN KOOI	2,220,100	0.64
<b>Total</b>		<b>246,350,066</b>	<b>70.80</b>

## SUBSTANTIAL SHAREHOLDERS (As recorded in the Register of Substantial Shareholders)

	Direct Interest	%	Deemed Interest	%	Total %
ASTI Holdings Limited	142,579,302	40.98	-	-	40.98

## PERCENTAGE SHAREHOLDING IN PUBLIC'S HAND (RULE 723)

59.02% of the Company's shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

# **APPENDIX 4**

DRAGON GROUP INTERNATIONAL LIMITED | ANNUAL REPORT 2017

## **NOTICE OF ANNUAL GENERAL MEETING**



# NOTICE OF ANNUAL GENERAL MEETING

## DRAGON GROUP INTERNATIONAL LIMITED

(Company Registration No. 199306761C)

(Incorporated in the Republic of Singapore with limited liability)

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Dragon Group International Limited (the “**Company**”) will be held at Block 25, Kallang Avenue, #06-01, Kallang Basin Industrial Estate, Singapore 339416 on Monday, 30 April 2018 at 10.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2017 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Regulation 107 of the Constitution of the Company:  
  
Mr. Peter Lai Hock Meng **(Resolution 2)**  
Dr. Daniel Yeoh Ghee Chong **(Resolution 3)**  
  
[See Explanatory Note (i)]
3. To re-elect the following Directors of the Company retiring pursuant to Regulation 103 of the Constitution of the Company:  
  
Mr. Timothy Lim Boon Liat (Retiring under Regulation 103) **(Resolution 4)**  
Dr. Kenneth Yu Keung Yum (Retiring under Regulation 103) **(Resolution 5)**  
  
[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of S\$181,852 for the year ended 31 December 2017 (2016: S\$178,000). **(Resolution 6)**
5. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

#### 7. AUTHORITY TO ISSUE SHARES

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

# NOTICE OF ANNUAL GENERAL MEETING

## PROVIDED THAT:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall be limited as follows:
  - (A) by way of renounceable rights issue on a pro rata basis to shareholders of the Company (“**Renounceable Rights Issues**”) shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (“**Renounceable Rights Issue Limit**”); and
  - (B) otherwise than by way of Renounceable Rights Issues (“**Other Share Issues**”) shall not exceed fifty per centum (50%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (4) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (“**Other Share Issue Limit**”);
- (2) the Renounceable Rights Issue Limit and Other Share Issue Limit shall not, in aggregate exceed 100 per centum (100%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (4) below);
- (3) no shares shall be issued pursuant to this Resolution after 31 December 2018, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
- (4) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1)(A) and (1)(B) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (A) new shares arising from the conversion or exercise of any convertible securities;
  - (B) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (C) any subsequent bonus issue, consolidation or subdivision of shares;
- (5) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (6) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

**(Resolution 8)**

By Order of the Board

Dayne Ho Chung Wei  
Secretary  
Singapore, 13 April 2018

## Explanatory Notes:

- (i) Mr. Peter Lai Hock Meng will, upon re-election as a Director of the Company, remain as a member of the Audit and Nominating Committees and will be considered independent.  
  
Dr. Daniel Yeoh Ghee Chong will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and will be considered independent.
- (ii) Mr. Timothy Lim Boon Liat will, upon re-election as a Director of the Company, be considered non-independent and will remain as the Group Administrative Officer and Executive Director of the Company.  
  
Dr. Kenneth Yu Keung Yum will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and will be considered independent.

- (iii) The Ordinary Resolution 8 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding (i) 100% for Renounceable Rights Issues and (ii) 50% for Other Share Issues, of which up to 20% may be issued other than on a pro rata basis to shareholders, provided that, the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares).

For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) at the time Resolution 8 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or the vesting of share awards which are outstanding or subsisting at the time when Resolution 8 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

The authority for 100% Renounceable Rights Issues (“**Enhanced Rights Issue Limit**”) is proposed pursuant to SGX-ST Practice Note 8.3 which became effective on 13 March 2017 and which introduced measures to help companies raise funds expediently for expansion activities or working capital. Unless extended further by SGX-ST, the authority will expire on 31 December 2018. No shares shall be issued pursuant to this Resolution after 31 December 2018, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

The Board of Directors of the Company is of the view that the Enhanced Rights Issue Limit is in the interests of the Company and its shareholders.

#### Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing a proxy or proxies must be under its common seal or the hand of its attorney or a duly authorised officer.
4. Pursuant to Section 181 of the Companies Act (Cap.50) of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund (“**CPF**”) Board established by the Central Provident Fund Act (Cap. 36) of Singapore (“**CPF Act**”), in respect of shares purchased under the subsidiary legislation made under that CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. The instrument appointing a **proxy or proxies must be deposited at 25 Kallang Avenue #06-01, Kallang Basin Industrial Estate, Singapore 339416** not less than forty-eight (48) hours before the time appointed for holding the Meeting.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

# APPENDIX 5

DRAGON GROUP INTERNATIONAL LIMITED | ANNUAL REPORT 2017

## PROXY FORM





# DRAGON GROUP INTERNATIONAL LIMITED

(Company Registration No. 199306761C)  
(Incorporated in the Republic of Singapore)

## PROXY FORM

(Please see notes overleaf before completing this Form)

### IMPORTANT

1. A relevant intermediary may appoint more than two proxies to attend the Meeting and vote (please see Note 4 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them.
3. **PLEASE READ THE NOTES TO THE PROXY FORM.**

I/We\*, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No.)

of \_\_\_\_\_ (Address)

being a member/members of Dragon Group International Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our\* proxy/proxies\* to vote for me/us\* on my/our\* behalf at the Annual General Meeting (the "Meeting") of the Company to be held at Block 25, Kallang Avenue, #06-01, Kallang Basin Industrial Estate, Singapore 339416 on **Monday, 30 April 2018 at 10.30 a.m.** and at any adjournment thereof. I/We direct my/our\* proxy/proxies\* to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies\* will vote or abstain from voting at his/her\* discretion.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Resolutions relating to:	For	Against
1	Adoption of Directors' Report and Audited Financial Statements for the year ended 31 December 2017		
2	Re-election of Mr Peter Lai Hock Meng as a Director of the Company		
3	Re-election of Dr Daniel Yeoh Ghee Chong as a Director of the Company		
4	Re-election of Mr Lim Boon Liat Timothy as a Director of the Company		
5	Re-election of Dr Kenneth Yu Keung Yum as a Director of the Company		
6	Approval of Directors' fees amounting to S\$181,852		
7	Re-appointment of Messrs Ernst & Young LLP as Auditors		
8	Authority to issue shares		

**Note: Voting will be conducted by poll.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Total number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s)  
or, Common Seal of Corporate Shareholder

\*Delete where inapplicable

**Important: Please read notes overleaf**



#### Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxy/proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid.
4. A member who is a relevant intermediary entitled to attend and vote at the Meeting is entitled to appoint more than two proxies to attend and vote at the Meeting instead of such member, but each such proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

“relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Cap. 289 of Singapore, and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Cap. 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
  6. The instrument appointing a **proxy or proxies must be deposited at 25 Kallang Avenue #06-01, Kallang Basin Industrial Estate, Singapore 339416**, not less than 48 hours before the time appointed for the Meeting.
  7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which this proxy form shall be treated as invalid.
  8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

#### PERSONAL DATA PRIVACY:

By attending the Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 April 2018.

#### General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.


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**DRAGON GROUP INTERNATIONAL LIMITED**

A member of  ASTI

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