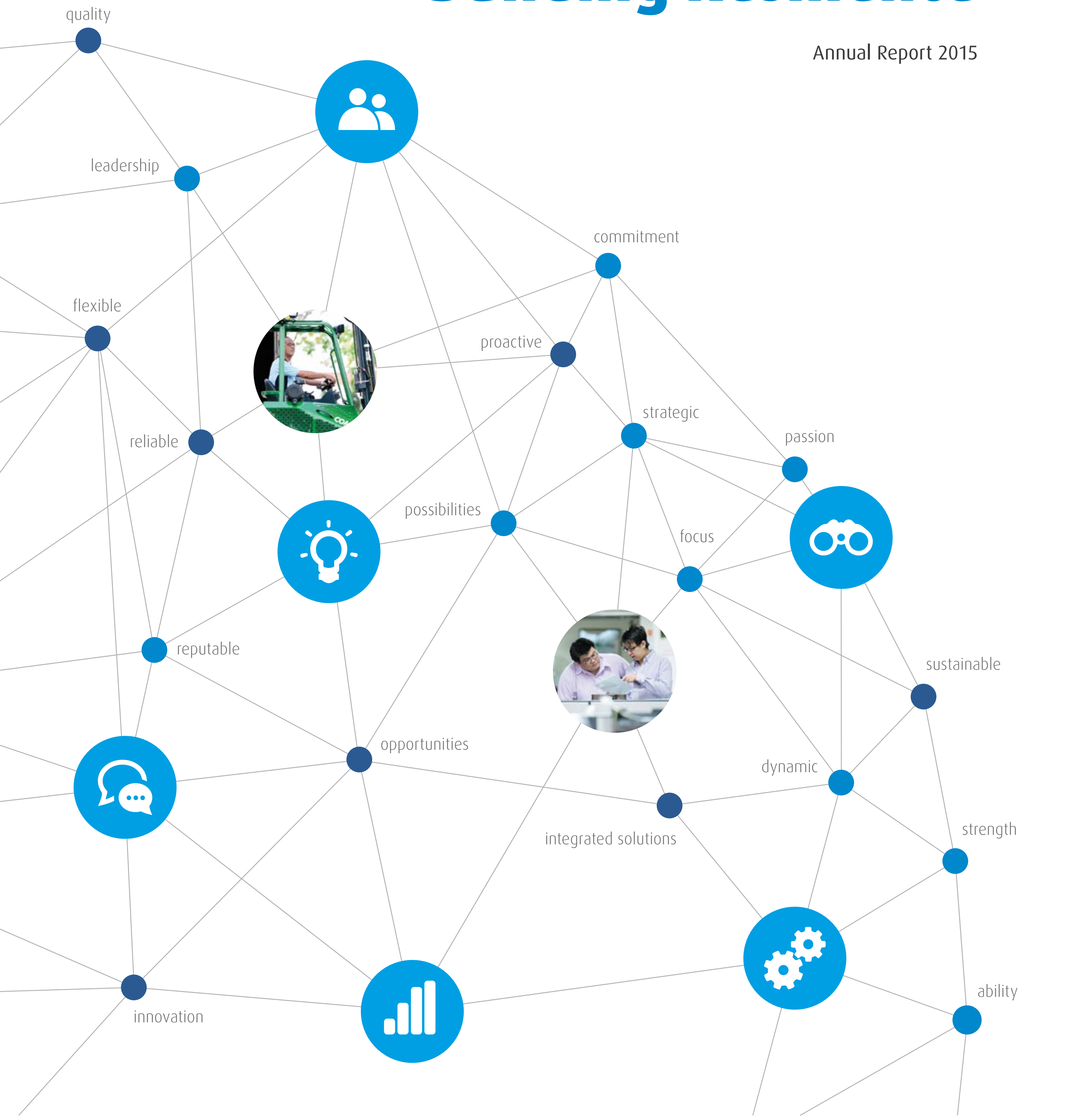
ANNAIK LIMITED

Staying Focussed
Building Resilience

Annual Report 2015



About AnnAik

Tracing its beginning to 1977, AnnAik Limited is today a manufacturer of forged steel flanges, and a distributor of over 10,000 stainless steel pipes, flanges, buttwelded fittings, low/high pressure fittings, valves, stub ends, and flat products. AnnAik also engages in providing environmental services in PRC and Singapore to governmental and commercial operators.

AnnAik's manufacturing operations are certified and awarded with ISO 9001:2008, TUV, CRN, ClassNK and SASOL certification and approval for international product standard compliance. The reliable quality of AnnAik's products under "SHINSEI" brand also make us greatly sought after by a wide base of customers from around the world.

Similarly, the Distribution Division serves over 450 customers globally. Awarded: ISO 9001:2008 standards for quality management operation as stainless steel producer and stockist, AnnAik also went on to achieve bizSAFE Level 3 accreditation in 2014.

In 2005, the Group diversified into environmental business by securing contracts to build wastewater treatment plants in PRC. Today, the Group not only has five wastewater treatment plants in PRC under Build-Own-Transfer ("BOT") or Build-Own-Operate ("BOO") concept, we have also expanded our service offerings to include consulting services in water resource management to governmental and commercial operators in Singapore, as well as the construction and supply of rural wastewater treatment equipment in PRC.

Notably, AnnAik's capabilities in both upstream and downstream activities have enabled us to enhance our efficiency and cost competitiveness in our business operations. Furthermore, the use of our products in diverse industries ranging from heavy-duty to light-duty industries such as marine engineering, shipbuilding and repair, oil and gas, petrochemical, semiconductor as well as the utilities sector has empowered the Group to build a sustainable business.

Our Vision

To be a global leader in stainless steel piping products, known for our outstanding quality and unique upstream and downstream capabilities, from manufacturing to distribution to engineering construction and environmental business.

Contents

Distribution

- Warehouse holds over 10,000 stainless steel pipes, flanges, buttwelded fittings, low/high pressure fittings, valves, stub ends, and flat products
- Awarded ISO 9001:2008 standards for quality management operation as stainless steel producer and stockist
- Over 450 customers across the region

SHINSEI

Manufacturing

- Shinsei steel flanges
- Awarded ISO 9001:2008, TUV, CRN, ClassNK, SASOL certification and approval for international product standard compliance
- Serve a wide base of customers from USA, Canada, Mexico, Brazil, Argentina, Chile, Japan, Taiwan, Australia, New Zealand, Holland, Denmark, Germany, Belgium, Spain, France, Turkey, UAE, Saudi Arabia, South Africa and ASEAN countries

Environmental and Engineering Services

- Construct and operate industrial wastewater treatment plants in PRC
- Consulting service in water resource management, including governmental and commercial operators in Singapore
- Construct and supply rural wastewater treatment equipment in PRC

Message from Chairman

Dear Shareholders,

In 2015, the world economy experienced strong headwinds as a result of the weakening Chinese economy, plummeting oil and commodity prices. These negative developments coupled with persistent flat growth in Europe and Japan offset the moderate growth in the U.S market, and adversely impacted the overall economy outlook in Singapore.

Navigating a Challenging Landscape

Against this challenging economic backdrop, AnnAik's turnover increased 8.22% from $49.04 million in 2014 to $53.07 million in 2015 due to higher sales achieved by newly incorporated subsidiaries in the distribution division – Metal Wang Pte Ltd and Ichinose Emico Valves (S) Pte Ltd – which are in the businesses of trading primary and secondary flat products and the supply of valves respectively. The Group's newly setup plant – Shinsei Industry Sdn Bhd – also contributed to the Group's revenue following its first full year of operation.

Despite registering an increase in turnover, the Group recorded a loss attributed to owners of the Company at $5.76 million for the financial year ended 31 December 2015 as compared to a profit of $0.72 million in the prior year. The sluggish global steel industry, coupled with excess capacity in the steel supply chain, depressed the selling prices of steel products. As a result, the Group had to confront a stiffer competitive environment as well as a decrease in gross profit margin from $11.56 million in 2014 to $9.16 million in 2015.

To compile the problem, rising distribution and administrative expenses, as well as increasing finance costs also impacted the Group's performance adversely in 2015. Furthermore, the Group exercised prudence, and made additional provisions for inventories and doubtful debts to be consistent with the challenging market conditions.

S$
53.07
million

Turnover

Building a Growing Presence

In 2015, the Group's environmental business accounted for a steady revenue stream and contributed positively to the Group's results. The share of profit from joint venture under rural wastewater treatment business – Shanghai Onway Group of Companies – amounted to $0.64 million. Generating profits since the commencement of EPC in the second half of 2015, the rural wastewater treatment business proved to have significant growth potential in the future.

While the investment of $3.73 million in a patented technology in the environmental business in 2015 is expected to enhance the competitive advantage of the Group's environmental business, an increased investment of $2.15 million in the construction of wastewater treatment plants strengthened the Group's presence in China.

Transforming the Group's Business

2015 ended on a note of dismay, and the economy entered an era of uncertainty in 2016. Problems of excess supply, weak global demand, suppressed oil and commodity prices are compounded by devaluation of the Chinese Renminbi, lacklustre Chinese stock prices and increase in the U.S exchange and interest rates.

The Group's proactive strategy to transform ourselves to find new growth, over the last few years, had given rise to new opportunities for the Group.

These factors have not only altered the dynamics of the global economy, but also affected the Group, which is a global player. Although sectors such as pharmaceutical, biomedical technology and renewal natural resources may experience moderate growth, and have a demand for product and services of the Group, it is expected that fierce competition will persist until general conditions improves. Therefore, wary of the uncertain market conditions, the Group had put in place various cost control measures and a focussed cash flow monitoring mechanism to prepare for the challenges ahead.

The Group's proactive strategy to transform ourselves to find new growth, over the last few years, had given rise to new opportunities for the Group. Today, beyond our traditional core business of trading, stocking and manufacturing of steel products, AnnAik has developed a strong foothold in the environmental industry. Particularly, we have established ourselves in the conservation and reclamation of water resources.

This business focus of AnnAik aligns with the increasing emphasis on environmentally sustainable practices globally. Being a pioneer in this sunrise industry has presented AnnAik with positive possibilities. Nonetheless, as part of our enduring strategy, the Group will continue to monitor the business environment closely with the aim of positioning the business for growth.

Caring for the Community

Recognising that the well-being of our community has a strong correlation to ours, AnnAik sustained our community engagement in 2015. Through sponsoring the Singapore Wushu Dragon and Lion Dance Federation, the Group hopes to do our part in promoting and preserving traditional Chinese sport and dances.

In Appreciation

In a challenging year like this one, we are especially thankful for the unwavering support we get from our shareholders, customers and business partners. Their staying with us has given us the determination to triumph the challenges ahead. Similarly, Our Board of Directors and employees' commitment and dedication have boosted our confidence and empowered us to push ahead with our initiatives. For that, I will like to offer my heartfelt appreciation to them.

Together, no matter how tough the circumstances may be, we will make AnnAik resilient.

James Ow Chin Seng
Executive Chairman cum CEO

Group Structure

as at 31 December 2015

Manufacturing Business

- 92% Shinsei Holdings Pte Ltd
  - 100% Shinsei Industry Sdn. Bhd.

Distribution Business

- 60% Metal Wang Pte Ltd
- 65% AnnAik & Partners (S) Pte Ltd
  - 100% AnnAik Pipes & Fittings (Shanghai) Co., Ltd
- 50% Ichinose Emico Valves (S) Pte Ltd
- 70% Wesco Steel Pte Ltd
- 100% Ann Aik Pte Ltd

Environmental & Engineering Business

- 100% Anxon Envirotech Pte Ltd
  - 51% Shanghai Onway Environmental Development Co., Ltd
    - 100% Zhejiang Xinyu Environmental Technology Pte Ltd
- 100% Anxon Engineering Pte Ltd
- 51% Pioneer Environmental Technology Pte Ltd
- 100% Anxon Eco Holdings Pte Ltd
  - 88% ChangXing LinSheng Wastewater Treatment Co., Ltd
    - 100% ChangXing WuSheng Wastewater Treatment Co., Ltd
- 100% Anxon Environmental Pte Ltd
  - 42% Shuanglin (Huzhou) Wastewater Treatment Co., Ltd
  - 60% ChangXing AngWei Environmental & Ecological Engineering Co., Ltd
  - 60% AngWei Environmental Ecological & Engineering (Shanghai) Co., Ltd
    - 100% ChangXing LiJiaXiang New Era Wastewater Treatment Co., Ltd

ANNAIK LIMITED

Board of Directors

Mr. Ow Chin Seng, PBM
Executive Chairman cum CEO

Date of appointment: **31 March 1990**
Date of last re-election: **27 April 2015**

Mr. Ow Chin Seng joined the Company in 1978. As Executive Chairman, Mr. Ow is primarily responsible for the business and strategic development of the Group. With over 38 years of experience in the hardware and steel industry, Mr. Ow has been instrumental in the strategic direction and development of the Group.

Mr. Ow is currently the Vice-Chairman of Trade Association & Membership Affairs Committee of SCCCI, past president of Singapore Metal & Machinery Association and Council Member cum Association Advisor of Singapore-China Business Association. He is also active in public service activities, serving as a member on the committees of several public organisations, such as Advisor of School Advisory Committee for Pei Tong Primary School, Patron of Bukit Gombak Constituency Citizen's Consultative Committee and Honorary Chairman of Singapore Wushu Dragon & Lion Dance Federation. He was awarded the title of Pingat Bakti Masyarakat (PBM) during the National Day Award Ceremony in 2007.

Mr. Koh Beng Leong
Executive Director

Date of appointment: **1 January 2011**
Date of last re-election: **26 April 2013**

Mr. Koh Beng Leong assists management in managing the Group's operations, development and expansion.
Mr. Koh holds a Masters of Professional Accounting and a Degree in Economics. He is a member of CPA Australia and Kampuchea Institute of Certified Public Accountants & Auditors. Prior to his appointment, Mr. Koh has held key management positions in various companies in Singapore and Vietnam. Currently, Mr. Koh also serves as an Independent Director for a SGX Catalist Company.

Present directorship in listed companies:
Sunlight Group Holdings Limited.

Mr. Ng Kim Keang
Executive Director cum Chief Operating Officer

Date of appointment: **3 January 2005**
Date of last re-election: **27 April 2015**

Mr. Ng Kim Keang joined the Company in January 2003 as Financial Controller, and was promoted to Executive Director in January 2005 and Chief Operating Officer in March 2015. Currently, Mr. Ng is responsible for managing the overall operations of the Group and the finance and accounting matters of the Group. Prior to joining the Company, Mr. Ng worked in Deloitte & Touche, Malaysia, and Ernst & Young, Singapore. Mr. Ng holds a Bachelor of Commerce from the University of Adelaide, Australia, and is a full member of CPA Australia and CA Singapore.

Dr. Yang Guo Ying
Executive Director

Date of appointment: **1 July 2013**
Date of last re-election: **24 April 2014**

Dr. Yang Guo Ying joined AnnAik in May 2005 as Vice General Manager of Environmental Business in China, and was promoted to Deputy Director in November 2011 and Executive Director in July 2013, respectively. He is currently responsible for managing, developing and expanding the environmental businesses of the Company in Singapore and overseas markets. Before joining the Company, Dr. Yang worked in ECO Industrial Environmental Engineering Pte Ltd as Chief Chemist/Technical Development Manager and DSO National Laboratories as Senior Member of Technical Staff. Dr. Yang holds a Doctorate degree in Philosophy (Chemistry) from the National University of Singapore, Master of Science (Chemistry) from Shanghai Institute of Organic Chemistry, Chinese Academy of Science, and Bachelor of Science (Chemistry) from Wuhan University, China.

Mr. Ow Eei Meng Benjamin
Executive Director

Date of appointment: **1 March 2015**
Date of last re-election: **27 April 2015**

Mr. Benjamin Ow worked in the Company's IT department from 2007 to 2008 before going on to pursue further studies. Rejoining the Company in February 2013 as Assistant to Executive Chairman cum CEO and Supply Chain Manager of Distribution Business in Singapore, Mr. Ow was subsequently appointed as an Executive Director in March 2015. He is currently responsible for the overall distribution business of the Group and the Group's supply chain operations – including project management, risk assessment and strategic planning. Mr. Ow holds a Master of Commerce from Macquarie University, Australia and Degree in Computing from the National University of Singapore.

Board of Directors

Mr. Ang Mong Seng, BBM
Independent Director

Date of appointment: **31 July 2003**
Date of last re-election: **27 April 2015**

Mr. Ang Mong Seng is the former Member of Parliament for Hong Kah GRC (Bukit Gombak) and the Ex-Chairman of Hong Kah Town Council. Mr. Ang has more than 34 years of experience in estate management. He was the Chief Operating Officer of EM Services Pte Ltd from 2002 to 2011 and General Manager for Sembawang Town Council from 1988 to 1997. Mr. Ang holds a Bachelor of Arts from Nanyang University. He is currently serving as Independent Director for several public-listed companies in Singapore.

Present directorship in listed companies: Gaylin Holdings Limited, Hoe Leong Corporation Limited and Chip Eng Seng Corporation Limited.

Mr. Lee Bon Leong, BBM, JP
Independent Director

Date of appointment: **31 July 2003**
Date of last re-election: **26 April 2013**

Mr. Lee Bon Leong is a Senior Partner in Lee Bon Leong & Co. Appointed as a Justice of the Peace by the President of Singapore since November 1998, Mr. Lee also serves as a member of the Board of Visiting Justices and the Board of Inspection. Mr. Lee had been a member of the Panel for the Disciplinary Committee of Enquiry, Public Service Commission. He is an Honorary Secretary and Trustee of the Inmates' Families Support Fund and Vice Chairman of the Home Detention Advisory Committee 2 as well as a member of the Institutional Discipline Advisory/Review Committee (IDAC/IDRC). Mr. Lee holds a Master of Laws from University of Singapore.

Mr. Lee was conferred the Public Service Star (BBM) award in 2012.

Present directorship in listed companies: Asia Enterprises Holdings Limited and Megachem Limited.

Dr. Choong Chow Siong
Independent Director

Date of appointment: **31 July 2003**
Date of last re-election: **24 April 2014**

Dr. Choong Chow Siong was an audit partner and has over 40 years of experience in financial audit. Dr. Choong is a Fellow Member of the Institute of Singapore Chartered Accountants (FCA, Singapore), and a Member of the Chartered Institute of Arbitrators (MCIArb), UK. From 2009 to 2011, Dr. Choong also served on the Hot Review Panel of Institute of Certified Public Accountants of Singapore (ICPAS).

A co-author of the book entitled "Revenue Accounting and the 5R Revenue Theory for Management Reporting", published in 2001, Dr. Choong received an appreciation letter in relation to his research on revenue reporting and UK Revenue Recognition (FRS5 – G9 of Accounting Standards Board (ASB), UK, November 2003) from the Chairman of International Accounting Standards Board (IASB), UK in June 2004.

The issue of new disclosure requirement in paragraph 113 of IFRS15 "Revenue from contacts with customers" on new revenue reporting of IASB, UK and Financial Accounting Standards Board (FASB) USA on 28 May 2014 is consistent with Dr. Choong's 5R Revenue Theory (1991 & 2001).

Present directorship in listed companies: Straco Corporation Limited, Viva Industrial Trust (managed by Viva Industrial Trust Management Pte. Ltd. and Viva Asset Management Pte. Ltd.)

Mr. Daniel Lin Wei
Non-Executive Director

Date of appointment: **24 May 2010**
Date of last re-election: **24 April 2014**

Mr. Daniel Lin is currently an Executive Director of Singapore-listed company Viking Offshore & Marine Ltd. Mr. Lin also holds portfolios at Viking's wholly-owned subsidiaries, Viking Asset Management and Promoter Hydraulics Pte Ltd as Chief Executive Officer and Managing Director respectively. Prior to this, Mr. Lin was an Executive Director of Boutique Mergers & Acquisitions Advisory Firm Blue Ocean Capital Partners.

Mr. Lin is also a Non-Executive Director of Nico Steel Holdings Ltd. He graduated with an honours degree in law in 2007 from Bristol University, United Kingdom.

Present directorship in listed companies: Viking Offshore And Marine Limited, and Nico Steel Holdings Limited.

Operations Review

The Group managed to achieve a moderate increase of 8.22% in turnover for the financial year ended 31 December 2015.

2015 proved to be the most challenging year yet for AnnAik. Confronting challenging market conditions caused by the drastic drop in oil and commodity prices, the Group managed to achieve a moderate increase of 8.22% in turnover for the financial year ended 31 December 2015. However, significantly lower gross profit margin, higher distribution, administrative, operating expenses and higher provision and impairment of assets resulted in a loss attributed to owners of the Company amounting to $5.76 million for the financial year ended 31 December 2015.

Distribution Business

For the Group's distribution business, the higher revenue contributed by the newly incorporated subsidiaries – Metal Wang Pte Ltd and Ichinose Emico Valves (S) Pte Ltd – was largely offset by the increase in selling and administrative expenses. The additional provision made for slow-moving inventories, doubtful debts and impairment of available-for-sale financial assets, in tandem with the uncertain economic outlook, also negatively impacted the performance of the distribution business.

During the year, in an effort to alleviate the impact of the unfavourable situation, the Group proactively managed and provided value-added services to customers to build brand loyalty.

Manufacturing Business

The same set of challenges also plagued the Group's manufacturing business. The weak market demand for steel products not only gave rise to fierce competition, but also suppressed selling price of the Group's products. These, as well as, oversupply of steel products globally dampened the performance of the Group's newly setup plant – Shinsei Industry Sdn Bhd.

Acting swiftly in response to the challenging operating environment, the Group withheld the decision to ramp up production capacity, and instead, put in place a series of tight cost control measures. These actions enabled the Group to minimise adverse effects on the business.

Engineering and Environmental Business

Contrary to the distribution and manufacturing businesses, the Group's environmental business performed well in 2015 due to the steady revenue stream from its industrial wastewater business. The rural wastewater business contributed $0.64 million profits to the Group's results since commencement in the second half of 2015. The encouraging results suggest the significant growth potential of the rural wastewater treatment business in the future.

Building on the growth momentum of the environmental business, the Group invested $3.73 million in a patented technology, enhancing the competitive advantage of the Group's environmental business. In addition, the Group also invested $2.15 million in the construction of industrial wastewater treatment plants, strengthening the Group's presence in China.

Outlook for 2016

Given that there are no signs of recovery for oil and commodity prices, it is expected that the quantity and value of construction and engineering projects will continue to be low and steel product prices will remain subdued in the short term. For which, the Group had implemented cost tightening measures and activated a cash flow monitoring mechanism.

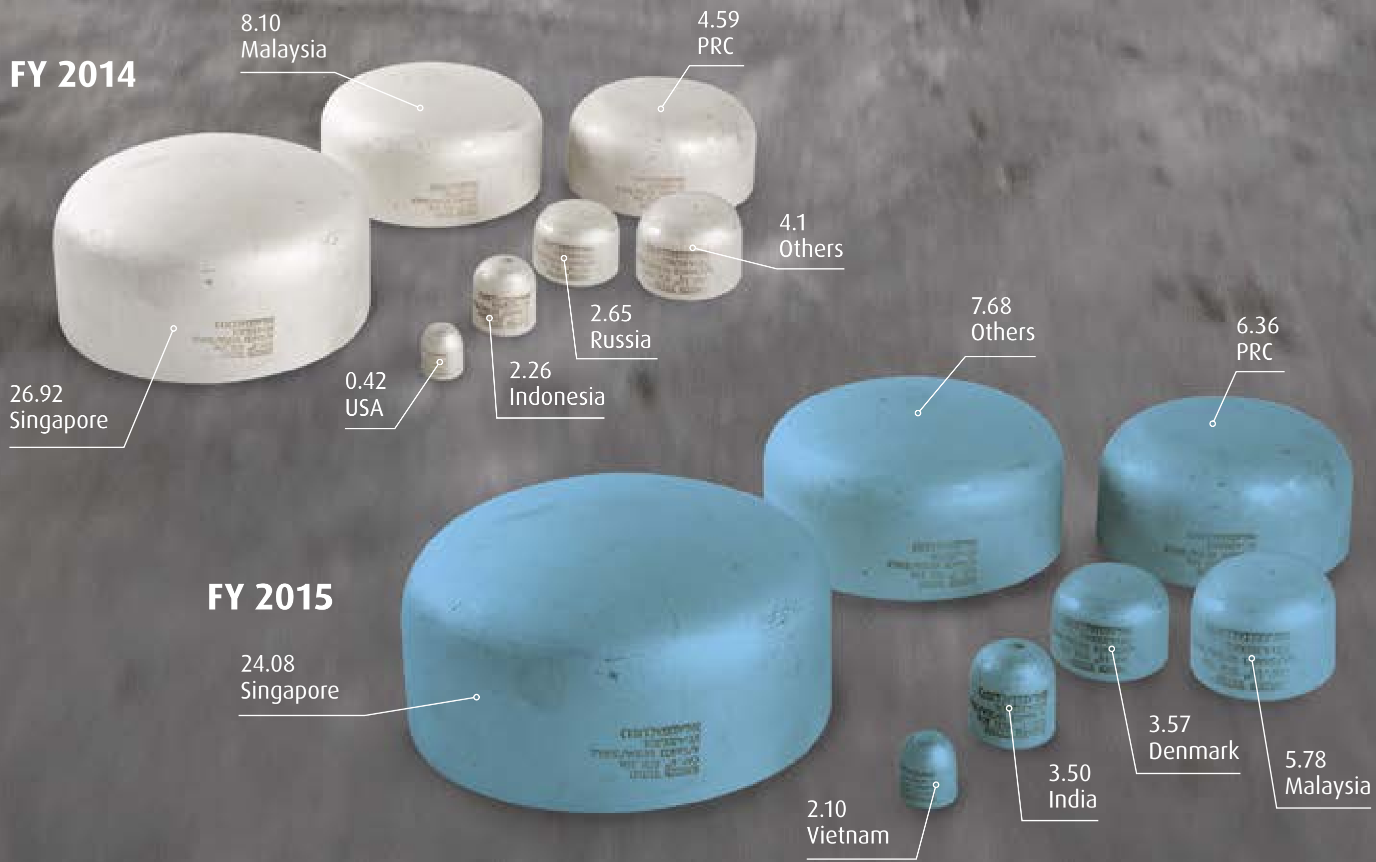
The Group recognises that the impact of the lacklustre macro environment to the Group's distribution and manufacturing operations is somewhat defused by the Group's increasing business activities in the environmental industry in 2015. Therefore, the Group looks to deepen its focus in the environment business while looking out for opportunities to expand products and services in the sunrise industry in 2016. This strategic move is in alignment with the Group's plan to transform itself to inspire new growth.

Financial Highlights

Turnover
(S$ Million)

Net Profit Attributable to Owners of the Company
(S$ Million)

Turnover by Geographical Area
(S$ Million)



CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**") of AnnAik Limited (the "**Company**") is committed to high standards of corporate governance and transparency within the Company and its subsidiaries (collectively referred to as the "**Group**"). The Board believes that good corporate governance includes an ethical environment and enhances the interest of all shareholders.

The Board has taken steps to comply with most of the Code of Corporate Governance 2012 (the "**Code**") and the requirements of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**") and is working to adopt the other changes where appropriate. In the meantime, steps have been taken, as far as practicable, towards compliance in the context of the Group's business and organisation structure. This report describes the Group's corporate governance process and activities.

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board.

The responsibilities of the Board include the following:-

(a) review and approve corporate strategies, financial objectives and directions of the Group;
(b) establish goals for management and monitoring the achievement of these goals;
(c) ensure management leadership of high quality, effectiveness and integrity;
(d) approve annual budgets, major funding proposals and investment proposals;
(e) review internal controls, risk management, financial performance and reporting compliance; and
(f) assume responsibility for corporate governance.

The Board makes decisions in material matters such as major funding proposals, acquisitions and divestments, disposal of major assets, corporate or financial restructuring, share issuances, dividends, annual budgets and financial plans of the Group, half yearly and annual financial reports, internal controls and risk management strategies and execution and other matters which require Board approval as specified under the Company's interested person transaction policy.

All Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the interest of the Company.

Board Processes

The Company has also scheduled regular meetings for this financial year. Ad-hoc meetings are convened when circumstances require. The Company's Constitution (the "**Constitution**") allow a board meeting to be conducted by way of a telephone conference or by means of similar communication equipment whereby all persons participating in the meeting are able to hear each other. When circumstances require, ad hoc Board meetings will be arranged. The Board meets to review and discuss corporate strategies, key activities and major issues of the Group. The Board also ensures that effective management is in place and oversees the proper conduct of the Group's business.

To ensure that specific issues are subject to considerations and review before the Board makes its decisions, the Board is supported by the 3 Board committees, namely, the Audit Committee ("**AC**"), Remuneration Committee ("**RC**") and Nominating Committee ("**NC**"), responsible for making recommendations to the Board. These Board committees operate within clearly defined terms of reference and play an important role in ensuring good corporate governance in the Company and within the Group. The terms of reference will be reviewed by the Board committees on a regular basis to enhance the effectiveness of these Board committees. The minutes of all Board and Board committees meetings, which provide a fair and accurate record of the discussion and key deliberations and decisions taken during the meetings, are circulated to the Board and Board committees. The roles and responsibilities of these Board committees are provided for in the latter sections of this report on Corporate Governance.

CORPORATE GOVERNANCE REPORT

During the financial year ended 31 December 2015, the Board held a total of 4 meetings to review the Group's business operation and financial performance. The Board also approves transactions through circular resolutions, which are circulated to the Board together with all relevant information relating to the proposed transaction.

The agenda for meetings is prepared in consultation with the Executive Chairman, the Executive Directors and/or the Chairman of the Board committees. The agenda and documents are circulated in advance of the schedule meetings.

The frequency of meetings and the attendance of each Director at every Board and Board committee meeting for the financial year ended 31 December 2015 are disclosed in the table reflected below:-

Directors' attendance at Board and various Board Committees meetings:-

Name of Directors	Board		Audit Committee		Remuneration Committee		Nominating Committee	
	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended
Mr. Ow Chin Seng	4	4	2	2*	1	1*	1	1
Mr. Koh Beng Leong	4	4	2	2*	1	-	1	-
Mr. Ng Kim Keang	4	4	2	2*	1	-	1	-
Mdm. Low Kheng(1)	4	1	2	1*	1	-	1	-
Mr. Ow Eei Meng, Benjamin(2)	4	4	2	2*	1	-	1	-
Dr. Yang Guo Ying	4	4	2	2*	1	-	1	-
Mr. Daniel Lin Wei	4	2	2	2*	1	-	1	-
Mr. Ang Mong Seng	4	4	2	2	1	1	1	1
Mr. Lee Bon Leong	4	4	2	2	1	1	1	1
Dr. Choong Chow Siong	4	4	2	2	1	1	1	1

Notes:-
* Attendance by invitation
(1) Resigned as Executive Director with effect from 1 March 2015.
(2) Appointed as Executive Director with effect from 1 March 2015.

The Directors were appointed based on their experience, stature and potential to contribute to the proper guidance of the Group and its businesses. As such, we believe that each individual Director's contributions can be reflected in ways other than the reporting of attendances at Board meetings and/or Board Committees meetings.

Director Orientation and Training

The Company had arranged for the Board to be briefed by its lawyers on the continuing obligations and various requirements expected of a public company from time to time. Further, on an ongoing basis, the Company provides the members of the Board with regular updates to enable them to keep pace with regulatory changes. The Company secretary ensures that Board procedures are followed and the Company complies with the requirements of all applicable rules and regulations.

The Company will conduct briefings and orientation programmes to familiarise newly appointed Directors with the various businesses, operations and processes of the Group. Further, newly appointed Directors will be provided with a formal letter setting out their duties and obligations and appropriate training to ensure that they are fully aware of their responsibilities and obligations of being a Director.

New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**"), which are relevant to the Directors are circulated to the Board. The Company Secretary also informs the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. The external auditors would update the AC and the Board on new and revised financial reporting standards annually.

CORPORATE GOVERNANCE REPORT

Board Composition and Guidance

Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision making.

As at the date of this report, the Board comprises nine Directors, five of whom are Executive Directors, one Non-Executive Director and three Independent Directors. Their collective experience and contributions are valuable to the Group. The Directors are listed as follows:-

Executive Directors	
Mr. Ow Chin Seng, PBM	Executive Chairman cum Chief Executive Officer
Mr. Ng Kim Keang	Executive Director
Mr. Koh Beng Leong	Executive Director
Dr. Yang Guo Ying	Executive Director
Mr. Ow Eei Meng, Benjamin[1]	Executive Director
Non-Executive Director	
Mr. Daniel Lin Wei	Non-Executive Director
Independent Directors	
Mr. Ang Mong Seng, BBM	Independent Director
Mr. Lee Bon Leong, BBM, JP	Independent Director
Dr. Choong Chow Siong	Independent Director

Notes:-
(1) Appointed as Executive Director with effect from 1 March 2015.

The Board has adopted the Code's criteria of an Independent Director in its review that all Independent Directors have satisfied the criteria of independence. In line with Guideline 2.1, the Independent Directors of the Company make up at least one-third of the Board. Having reviewed its size, the Board is of the view that:-

a) the current arrangement is adequate given that the Independent Directors form at least one-third of the Board composition; and

b) the composition of Directors as a whole provides core competencies necessary to meet the Group's requirements with an appropriate balance and diversity of skills, experiences and knowledge, taking into account the following:-

    (i) the nature and scope of the Group's operations; and
    (ii) the Independent Directors are respected individuals from different backgrounds whose core competencies, qualifications, skills and experience are extensive and complementary.

The independence of each Director is reviewed annually by the NC in accordance with the Code's definition of independence. Each Independent Director is required to complete a 'Confirmation of Independence' form to confirm his independence. The said form, which was drawn up based on the definitions and guidelines set forth in Guideline 2.3 in the Code and the Guidebook for AC in Singapore issued by the AC Guidance Committee, requires each Director to assess whether he considers himself independent despite not having any of the relationships defined in the Code. The NC has reviewed the forms completed by each Independent Director and is satisfied that the present size of the Board is effective for the decision making. The composition of the Board is reviewed at least annually by the NC to ensure that there is an appropriate mix of expertise and experience to enable the Management to benefit from a diverse perspective of issues that are brought before the Board.

The Company has a good balance of Directors with a wide range of skills, experience and qualities in the fields of operations, management, financial, legal and accounting. Each Director has been appointed on the strength of his calibre, experience and stature and is expected to bring a valuable range of experience and expertise to contribute to the development of the Group strategy and the performance of its business.

CORPORATE GOVERNANCE REPORT

All appointments and re-elections of Directors are reviewed and recommended by the NC to the Board. The independence of each Independent Director is reviewed by the NC and the Board annually in accordance with the guidelines of the Code.

The Board considers an Independent Director as one who has no relationship with the Company, its related corporations or its officers, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement with a view to the best interests of the Company.

Although Dr Choong Chow Siong, Mr Lee Bon Leong and Mr Ang Mong Seng served on the Board for more than nine years from the date of their first appointments, the NC rigorously reviewed their past contributions to the Group and considered that they are independent in character and judgement and there was no circumstance which would likely affect or appear to affect the Directors' judgement.

The opinion was arrived at after careful assessment by the NC and the Board and the rigorous review comprised a review of, but not limited to, the following factors: (a) the length of services of Dr Choong Chow Siong, Mr Lee Bon Leong and Mr Ang Mong Seng have not compromised the objectivity of Independent Directors and their commitments and abilities to discharge their duties as Independent Directors; (b) the abilities of Independent Directors to continue exercising independent judgements in the best interests of the Company; (c) the abilities of Independent Directors to express their objectives and independent views during Board and Board Committee meetings; and (d) Independent Directors, through their years of involvements with the Company, have gained valuable insights and understandings of the Group's business and together with their diverse experiences and expertise, have contributed and will continue to contribute effectively as Independent Directors by providing impartial and autonomous views at all times.

Although all the directors have an equal responsibility for the Group's operations, the Independent Directors play an important role (i) in ensuring that the strategies proposed by the Management are constructively challenged and developed by taking into account the long-term interests of the shareholders and (ii) in reviewing the performance of Management in meeting agreed goals and objectives and monitoring the performance reporting. The Independent Directors are encouraged to meet, without the presence of Management in order to facilitate a more effective check on Management.

Profiles of the Directors are found on pages 6 to 9 of this Annual Report.

To-date, none of the Independent Directors of the Company has been appointed as Director of the Company's principal subsidiary, which is based in Singapore.

Chairman and Chief Executive Officer

Principle 3: **There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.**

The roles of Chairman and Chief Executive Officer ("**CEO**") are assumed by Mr Ow Chin Seng ("**Mr Ow**"). As the CEO, he is responsible for the day-to-day operations of the Group. He plays an instrumental role in charting the direction and strategic development of the Group and formulates business strategies, the development of the Group and promoting high standards of corporate governance.

As Chairman, he leads the Board and is responsible for the effective working of the Board including:-

- scheduling of meetings (with the assistance of the Company Secretary) to enable the Board to perform its duties while not interfering with the flow of the Group's operations;
- setting the meeting agenda of the Board;
- ensuring that Board meetings are held when necessary;
- facilitating contributions from the Independent Directors and encouraging constructive relationships between the Directors;
- exercising control over the quality, quantity and timeliness of information flow between the Management and the Board;
- ensuring and fostering constructive and effective communication with shareholders;
- promoting a culture of openness and debate at the Board; and
- promoting high standards of corporate governance with full support from the Directors and Management.

CORPORATE GOVERNANCE REPORT

Although the roles and responsibilities of both the Chairman and CEO are vested in Mr Ow, major decisions are made in consultation with the Board. The Independent Directors currently form one-third of the Board and exercise objective judgement on corporate matters impartially, thus ensuring a balance of power and authority. The Board is of the opinion that the process of decision making by the Board has a strong independent element and provides for collective decisions without any individual or small group of individuals dominating the Board's decision making.

As the above practice is a deviation from the principles 2.2 and 3.3 and pursuant to the recommendations by the Code, the Board is considering re-constitution of the Board members and/or appointing the lead independent Director to be in line with the Code.

Board Membership

Principle 4: There should be a formal and transparent process for the appointment and re-appointment of Directors to the Board.

The Board established the NC which comprises of 4 Directors, a majority of whom, including Chairman, are Independent Directors. The NC is chaired by an Independent Director, Mr Lee Bon Leong. The other NC members are Dr Choong Chow Siong, Mr Ang Mong Seng and Mr Ow Chin Seng. The NC Chairman is also a Director who has no relationship with the Company, its related corporations, its 10% shareholders or its officer and is not directly associated with 10% shareholders.

The NC is regulated by its terms of reference and its key responsibilities include:-

(a) recommending to the Board of all board appointments and nomination of Directors having regard to their contributions and performance based on a formal and transparent process;

(b) determining annually whether or not a Director is independent;

(c) reviewing regularly the Board structure, size and composition having regard to the scope and nature of the operations, the requirements of the business, the diversity of skills, experience, gender and knowledge of the Company and the core competencies of the Directors as a Group;

(d) deciding whether or not a Director is able to and has been adequately carrying out duties as a Director;

(e) deciding the manner in which the Board's performance may be evaluated and propose objective performance criteria for the Board's approval;

(f) reviewing the training and professional development programs for the Board; and

(g) making and reviewing plans for succession.

All Directors submit themselves for re-nomination and re-election at regular intervals of at least once every three years. The Company's Constitution requires one-third of the Board to retire and submit themselves for re-election by shareholders at each Annual General Meeting ("**AGM**"). In addition, Regulation 119 of the Company's Constitution provides that every new Director must retire and submit themselves for re-election at the next AGM of the Company following his/her appointment during the year. A retiring Director is eligible for re-election at the meeting at which he retires.

The NC held 1 meeting during the financial year. The NC has reviewed the independence of Mr Ang Mong Seng, Mr Lee Bon Leong and Dr Choong Chow Siong in accordance with the Code's definition of independence and is satisfied that there are no relationship which would deem any of them not to be independent.

Currently, the Company does not have any alternate Director.

The NC decides how the Board's performance is evaluated and proposes objective performance criteria, subject to the approval of the Board, which addresses how the Board has enhanced long-term shareholders' value. The Board also implemented a process to be carried out by the NC to evaluate the effectiveness of the Board as a whole and its Board committees annually.

CORPORATE GOVERNANCE REPORT

Despite some of the directors having multiple Board representations, the NC has reviewed the directorships of the Directors and is satisfied that these directors are able to, and have adequately carried out their duties as directors of the Company after taking into the consideration the number of listed company board representations and other principal commitments of these directors. Currently, the NC and Board do not determine the maximum number of listed Board representations which any director may hold. The NC and Board are of the view that these should be no restriction to the number of Board representation of each Director and such multiple Board representation do not hinder them from carrying out their duties as Director.

The NC identifies, evaluates and selects suitable candidates for new directorships. The NC considers factors such as the ability of the prospective candidates to contribute to discussions, the composition of the Board including the mix of expertise, skills and attributes to the existing Directors so as to identify needed and/or desired competencies to supplement the Board's existing attributes.

The NC is satisfied that Directors are able to and have adequately carried out their duties as Directors of the Company.

Each member of the NC shall abstain from voting on any resolution in respect of the assessment of his performance or re-nomination as a Director.

The NC is of the opinion that the independence of the Non-Executive Directors is maintained and that each Director has contributed to the effectiveness of the Board as a whole and its Board committees has recommended the re-election of the following Directors to be put forward for re-election at the forthcoming Annual General Meeting:-

Mr. Koh Beng Leong	(Retiring pursuant to Regulation 115)
Dr. Yang Guo Ying	(Retiring pursuant to Regulation 115)
Mr. Lee Bon Leong	(Retiring pursuant to Regulation 115)

Board Performance

Principle 5: There should be a formal annual assessment of the effectiveness of the Board as a whole and its Board Committees and the contribution by each Director to the effectiveness of the Board.

In line with the principles of good corporate governance, the Board has implemented a process to be carried out by the NC to evaluate the effectiveness of the Board as a whole and its Board Committees annually. The performance criteria for the Board evaluation includes an evaluation of the size and composition of the Board, the Board's access to information, accountability, board processes, board performance in relation to discharging its principal responsibilities, communication with the Management and standards of conduct of the directors. The results of the Board and Board Committees assessments are reviewed and discussed by the NC and, any recommendation and suggestion arising from the evaluation exercise are circulated to the Board for consideration of the appropriate measures to be taken. This encourages constructive feedback from the Board and leads to enhance its performance over time.

The NC has decided unanimously that the Directors will not be evaluated individually but factor taken into consideration for re-nomination are the extent of their contribution to the Group and/or levels of participation in various Board committees and attendance of Board meetings.

In assessing the Board's performance as a whole and its Board Committees, both quantitative and qualitative criteria are considered. Such criteria include consideration of the Company's share price performance over a five-year period vis-à-vis the Singapore Straits Times Index and a benchmark index of its industry peer and the achievement of strategic objectives.

Selected performance criteria will not change from year to year unless they are deemed necessary and the Board is able to justify the changes.

Board Committees

Certain functions have been delegated to various Board Committees, namely, the Audit Committee, Remuneration Committee and Nominating Committee. The members of these committees are set out below:-

CORPORATE GOVERNANCE REPORT

Nominating Committee ("NC")
Mr. Lee Bon Leong, Chairman
Dr. Choong Chow Siong
Mr. Ang Mong Seng
Mr. Ow Chin Seng

Remuneration Committee ("RC")
Mr. Ang Mong Seng, Chairman
Mr. Lee Bon Leong
Dr. Choong Chow Siong

Audit Committee ("AC")
Dr. Choong Chow Siong, Chairman
Mr. Lee Bon Leong
Mr. Ang Mong Seng

In place of physical meetings, the Board and Board Committees also circulate written resolutions for approval by the relevant members of the Board and Board Committees.

The NC, in considering the re-nomination and re-election of any director, had considered factors including their performance in the Board as a whole, its Board Committees and individual performance including his attendance, preparedness, participation and contributions in the proceedings of the meetings.

Access to Information

Principle 6: In order to fulfil their responsibilities, Directors should be provided with complete, adequate and timely information prior to Board Meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

To assist the Board to fulfil its responsibilities, the members of the Board are provided with relevant materials on budgets, forecasts, internal financial statements, material events and transactions complete with background and explanations in a form and quality appropriate to facilitate the Board to make an informed decision prior to each Board meeting. In respect of budgets, any material variance between the projections and actual results would be disclosed and explained during the meeting. Directors are also informed of any significant developments or events relating to the Group.

As a general rule, board papers are sent to Directors at least three days in advance in order for the Directors to be adequately prepared for the meeting. In addition, the Independent Directors have separate and independent access to the Group's senior management and the advice and services of the Company Secretary who provides the Directors with regular updates on the requirements of the Companies Act and all the rules and regulations of the SGX-ST. The appointment and removal of Company Secretary are subject to the Board's approval as a whole.

The Company Secretary or her representatives attend all Board meetings and Board Committees meetings and assist the Chairman of the Board and Board Committees in ensuring that the relerant procedures are followed and reviewed such that the Board and Board Committees function effectively.

Remuneration Matters

Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. No Director should be involved in deciding his own remuneration.

The Group's remuneration policy is to provide remuneration packages at market rates which reward successful performance and attract, retain and motivate Directors and key management personnel.

CORPORATE GOVERNANCE REPORT

The RC comprises of 3 Directors, all of whom are independent. The RC is chaired by Mr. Ang Mong Seng. The other Board members are Mr. Lee Bon Leong and Dr. Choong Chow Siong. The RC reviews and recommends remuneration packages of the Executive Directors and executive officers and development in the Group with the goal of building capable and committed management teams.

The RC is regulated by its terms of reference and its key functions include but not limited to:-

a) Annual review of the remuneration of each of the Directors and executive officers;
b) Recommendations to the Board on a framework of remuneration of the Directors and executive officers;
c) Determination of specific remuneration packages for the Directors, executive officers and associates of controlling shareholders; and
d) Implement and administer Share Option Scheme.

The recommendations of the RC will be submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits-in-kind shall be reviewed by the RC.

Each member of the RC will abstain from reviewing and approving his own remuneration and the remuneration packages of persons related to him. The Group has and will continue to disclose in the Annual Report the total remuneration paid to the Directors. The RC meets at least once per financial year and the RC has held one meeting in February 2016.

The RC, in considering the remuneration of all Directors, has not sought external advice nor appointed remuneration consultants.

In reviewing the service agreements of the Executive Directors and key management personnel of the Company, the RC will review the Company's obligations arising in the event of termination of these service agreements, to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoids rewarding poor performance.

Independent Directors do not have service agreements with the Company. The independent Directors received Directors' fees which are recommended by the Board for approval at the Company's AGM.

Level and Mix of Remuneration

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the Directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.

The Executive Directors do not receive Directors' fees and are paid based on their Service Agreements with the Company. In setting the remuneration packages of the Executive Directors, the Company takes into account the performance of the Group and that of the Executive Directors which are aligned with long term interest of the Group.

The Independent Directors are paid directors' fees taking into account factors including but not limited to the effort and time spent and the scope of responsibilities of these directors. Non-Executive and Independent Directors should not be over-compensated to the extent that their independence may be compromised and no Director is involved in deciding his own remuneration. The directors' fees are recommended by the RC and submitted to the Board for endorsement. Directors' fees are recommended by the Board for approval at the Company's AGM.

Key management personnel's remuneration is set in accordance with a remuneration framework comprising basic salary (including a variable bonus and benefits-in-kind).

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

The RC can, upon direction by the Board, engage any external professional advice on matters relating to remuneration as and when the need arises.

CORPORATE GOVERNANCE REPORT

Disclosure on Remuneration

Principle 9: **Each company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to Directors and key management personnel, and performance.**

The level and mix of remuneration of each Director and top 7 key management personnel (who are not directors and those who were in service for the year ended 31 December 2015) are as follows:-

	Remuneration paid / payable In FY2015					Breakdown of the Directors' Remuneration				
Name of Director	Up To $250,000	$250,001 To $500,000	$500,001 To $750,000	$750,001 To $1,000,000	$1,000,001 To $1,250,000	Salary & CPF %	Fee %	Bonus %	Other Benefits %	Total %
Mr. Ow Chin Seng	-	-	X	-	-	83	2	7	8	100
Mr. Ng Kim Keang	-	X	-	-	-	71	0	5	24	100
Mr. Koh Beng Leong	X	-	-	-	-	69	0	6	25	100
Dr. Yang Guo Ying(1)		X	-	-	-	74	0	5	21	100
Mr. Ow Eei Meng, Benjamin(2)	X	-	-	-	-	79	0	6	15	100
Mr. Daniel Lin Wei	X	-	-	-	-	0	91	0	9	100
Mr. Ang Mong Seng	X	-	-	-	-	0	93	0	7	100
Mr. Lee Bon Leong	X	-	-	-	-	0	93	0	7	100
Dr. Choong Chow Siong	X	-	-	-	-	0	93	0	7	100

Notes:-
(1) Mr. Koh Beng Leong is the nephew of Mr. Ow Chin Seng.
(2) Mr. Ow Eei Meng, Benjamin is the son of Mr. Ow Chin Seng and cousin of Mr. Koh Beng Leong.

	Remuneration paid / payable In FY2015					Breakdown of the Executives' Remuneration				
Name of Key Management Personnel	Up To $250,000	$250,001 To $500,000	$500,001 To $750,000	$750,001 To $1,000,000	$1,000,001 To $1,250,000	Salary & CPF %	Fee %	Bonus %	Other Benefits %	Total %
Mdm. Low Kheng(1)	-	X	-	-	-	48	0	4	48	100
Mr. Lim Khan Choon	X	-	-	-	-	93	0	7	0	100
Mr. Ow Eei Phurn, Benedict(2)	X	-	-	-	-	80	0	5	15	100
Mr. Steve Cheong Wai Meng	X	-	-	-	-	73	0	11	16	100
Mr. Terence Sim Soo Yong	X	-	-	-	-	83	0	9	8	100
Mr. Peh Choon Chieh(3)	X	-	-	-	-	80	0	9	11	100
Mr. Alex Kuah Wei Keong	X	-	-	-	-	74	0	7	19	100

Notes:-
(1) Mdm. Low Kheng is the wife of Mr. Ow Chin Seng, mother of Mr. Ow Eei Meng, Benjamin and auntie of Mr. Koh Beng Leong.
(2) Mr. Ow Eei Phurn, Benedict is the son of Mr. Ow Chin Seng, brother of Mr. Ow Eei Meng, Benjamin and cousin of Mr. Koh Beng Leong.
(3) Mr. Peh Choon Chieh is the nephew of Mr. Ow Chin Seng, cousin of Mr. Ow Eei Meng, Benjamin and Mr. Koh Beng Leong.

The above remuneration bands include share options granted under the AnnAik Employee Share Option Scheme 2013.

CORPORATE GOVERNANCE REPORT

The annual aggregate amount of the total remuneration paid to top 7 key management personnel for FY2015 is approximately S$1,160,000.

The annual aggregate amount of the termination, retirement and post-employment benefits granted to Directors and the Group CEO under their current contracts of employment or appointment (as the case may be) as at FY2015 is approximately S$818,000.

The Board believes that it is for the benefit of the Company and the Group that the remuneration of Directors be kept confidential, due to its sensitive nature.

Save as disclosed, there is no employee (who is not Director) whose remuneration exceeds S$50,000 during FY2015 and is immediate family member of a Director or the CEO.

The Company has adopted the AnnAik Employee Share Option Scheme 2013 (the "**ESOS**"), which was approved by the shareholders at an Extraordinary General Meeting held on 18 September 2013, as part of a compensation plan to motivate Directors and employees of the Group to greater dedication, loyalty and higher standards of performance. The ESOS Committee members consist of Mr Ang Mong Seng, Mr Lee Bon Leong and Dr Choong Chow Siong. Further details are found on pages 33 and 34 of this Annual Report.

ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: The Board should present a balanced and understandable assessment of the company's performance, position and prospects.

The Board understands its accountability to the shareholders on the Group's position, performance and progress. The Board reviews and approves the financial results as well as any announcements before its release. The objectives of the presentation of the annual audited financial statements, half-year and full-year results to its shareholders are to provide the shareholders with a balanced and understandable assessment and explanation of the Group's financial performance and position and prospects.

The Management provides the Board with a continual flow of relevant information on a timely basis in order that it may effectively discharge its duties. The Management understands its role to provide all members of the Board with appropriate management reports in a balanced and understandable assessment of the Group's performance, position and prospects.

Financial reports and other price-sensitive information are disseminated to shareholders through announcements via SGXNET, press release and/or posted on the Company's website. The Company's Annual Report is sent to all shareholders and accessible on the Company's website.

The Board is updated with significant events that have occurred or material to the Group during the year. The Management provides the Board with financial updates on the performance and position of the Group to keep Board members informed and updated on a monthly basis in order that it may effectively discharge their duties.

All the Directors and executive officers of the Company have signed undertakings letter pursuant to the amended Rule 720(1) of the Listing Manual of SGX-ST.

Risk Management and Internal Controls

Principle 11: The Board is responsible for the governance of risk. The Board should ensure that the Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Board recognises the importance of sound internal controls and risk management practices to good corporate governance. The Board affirms its overall responsibility for the Group's systems of internal controls and risk management, and for reviewing the adequacy and

CORPORATE GOVERNANCE REPORT

effectiveness of those systems on an annual basis. The internal control and risk management functions are performed by the Group's key management personnel and reported to the AC for review.

It should be noted, in the opinion of the Board, that such system is designed to manage rather than to eliminate the risk of failure to achieve business objectives, and that it can provide only reasonable, and not absolute, assurance against material misstatement of loss, and include the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practice, and the identification and containment of business risk. The Board notes all internal control systems contain inherent limitations and no system of internal controls could provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error losses, fraud or other irregularities.

The Group had appointed UHY Lee Seng Chan & Co as the independent internal auditors of the Group to review the effectiveness of the Group's internal controls in light of the size and complexity of the Group's operations. Relying on the reports from the independent internal auditors, management letter issued by the external auditors (to the extent as required by them to form an audit opinion on the statutory financial statements) and the representation letters from the Management, the AC will carry out assessments of the effectiveness of key internal controls during the year. Any material non-compliance or weaknesses in internal controls or recommendations from the independent internal auditors and external auditors to further improve the internal controls will be reported to the AC. The AC will follow up on the actions taken by the Management and on the recommendations made by both the independent internal auditors and external auditors.

For FY2015, the Board has received assurances from the CEO and the CFO of the Company that:

(a) the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and

(b) the Group's risk management and internal control systems are operating effectively.

Based on the various management controls put in place, representation letter from the Management, periodic reviews by the Management, the Board with the concurrence of the AC is of the opinion that the Group's system of internal controls and risk management procedures in addressing financial, operational, compliance and information technology controls, and risk management systems maintained by the Group during the year are adequate and effective as at 31 December 2015.

No risk committee has been established as the AC has assumed the responsibility of the risk management function and oversees the overall adequacy and effectiveness of the Company's risk management systems and procedures.

Audit Committee

Principle 12: The Board should establish an AC with written terms of reference which clearly set out its authority and duties.

The AC comprises of 3 Directors, all of whom are independent. The AC is chaired by Dr. Choong Chow Siong, The other Board members are Mr. Lee Bon Leong and Mr. Ang Mong Seng. All of the members of the AC are knowledgeable and familiar with financial, corporate governance and regulatory disclosure requirements. The Board believes that they possess the necessary qualifications and experiences in discharging their duties as a member of the AC.

The AC performs the following functions:-

- Review of the audit plans of and reports from the external and internal auditors;
- Review of the co-operation given by the Group's officers to the external and internal auditors;
- Review of the consolidated financial statements of the Group and the financial statements of the Company before their submission to the Board;
- Review of the independence and objectivity of the external auditors and nomination of the external auditors for reappointment;

CORPORATE GOVERNANCE REPORT

- Review of all interested person transactions, if any, to ensure that they comply with the approved internal control procedures and have been conducted on an arms' length and normal commercial terms and are not prejudicial to the interests of the shareholders of the Company;

- Meeting with the external auditors without the presence of management annually, to discuss any problems and concerns they may have;

- Review the adequacy and effectiveness of the Company's risk management and internal control systems (including financial, operational, compliance and information technology controls) and to report to the Board annually; and

- Undertake such other functions and duties as may be required by the relevant laws or provisions of the Listing Manual of the SGX-ST (as may be amended from time to time) and as may be requested by the Board.

- Review the Company's procedures for whistle-blowing policy endorsed by the AC by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control, or any other matters.

Apart from the above functions, the AC commissions and reviews the findings of internal investigations into matters where there is suspicion of fraud or irregularities, failure of internal controls or infringement of any Singapore law, rule or regulation which has or likely to have a material impact on the operating results and/or financial position of the Group. In the event that a member of the AC is interested in any matter being considered by the AC, he will abstain from reviewing that particular transaction or voting on that particular resolution.

It has been proposed that the AC will meet at least two times a year and as frequently as is required. In FY2015, the AC has met two times to review and approve the Group's half yearly announcement of FY2015 unaudited results, full year announcement of FY2015 unaudited results and approval of audit planning memorandum for statutory audit in FY2015.

The AC has reviewed all non-audit services provided by the auditors and they would not, in the AC's opinion, affect the independence of the external auditors. The aggregate amount of fees paid or payable to auditors for the financial year ended 31 December 2015, audit service fees amount to S$249,000 and non-audit service fees amount to S$52,000.

The AC has full access to and co-operation of management and has full discretion to invite any Director or executive officer to attend the meetings and has been given reasonable resources to enable it to discharge its functions.

Pursuant to Listing Rule 716, the Board and AC are satisfied that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Company. The details of the auditors are outlined in Notes 14 to 16 to the financial statements. The Company has also complied with Rule 712 of the Listing Manual of SGX-ST in relation to the auditing firms.

In July 2010, the SGX-ST and ACRA launched the "Guidance to Audit Committees on Evaluation of Quality of Work performed by External Auditors" which aims to facilitate the AC in evaluating the external auditors. Accordingly, the AC had evaluated the performance of the external auditors based on the key indicators of audit quality set out in the Guidance such as performance, adequacy of resources and experience of their audit engagement partner and auditing team assigned to the Group's audit, the size and complexity of the Group.

In addition, in October 2015, with the support from SGX-ST and Singapore Institute of Directors, ACRA had introduced the "Audit Quality Indicators ("**AQIs**") Disclosure Framework to assist the ACs in evaluating the re-appointment of external auditors based on eight (8) quality markers that correlate closely with audit quality. Accordingly, the AC had evaluated the external auditors based on the eight (8) AQIs at engagement and/or firm-level.

Changes to accounting standards and accounting issues which have a direct impact on the financial statements were reported to the AC, and highlighted by the external auditor in their meetings with the AC. No former partner or Director of the Company's existing auditing firm has acted as a member of the AC.

The AC also meets with the internal and external auditors separately without the presence of the Management at least once a year. For FY2015, the AC met once with the internal and external auditors without the presence of the Management.

CORPORATE GOVERNANCE REPORT

The accounts for the year were audited by Ernst & Young LLP and the AC has recommended to the Board that Ernst & Young LLP be nominated for re-appointment as auditors at the forthcoming AGM.

No former partner or Director of the Company's existing auditing firm is a member of the AC.

Whistle-blowing policy

The Company has put in place a whistle-blowing policy in order to develop a culture of openness, accountability and integrity. The policy encourages employees and external parties to raise concerns, in confidence, about possible irregularities to Dr. Choong Chow Siong, the Chairman of the AC. It aims to provide an avenue to employees and external parties to raise concerns and offer reassurance that they will be protected from reprisals or victimisation for whistle-blowing in good faith within the limits of the law. There were no whistle-blowing matters noted during the year.

The Board noted that no incidents in relation to whistle-blowing matters have been raised during the year by any staff to indicate possible improprieties in matters of financial reporting, financial control, or any other matters.

Internal Audit

Principle 13: The Company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.

Since FY2004, the Company, upon the recommendation of the AC, appointed Messrs UHY Lee Seng Chan & Co. as internal auditors.

The scope of internal audit is to:-

(a) Review the effectiveness of the Group's material internal controls;
(b) Provide assurance that key business and operational risks are identified and managed;
(c) Internal controls are in place and functioning as intended; and
(d) Operations are conducted in an effective and efficient manner.

The AC reviews the activities of the internal auditor on a regular basis, including overseeing and monitoring the implementation of the improvements required on internal control weaknesses identified. The AC reviews the adequacy and effectiveness of the internal audit function on an annual basis and is satisfied with its adequacy and effectiveness.

The internal auditors report directly to the Chairman of the AC on any material weaknesses and risks identified in the course of the audit which will also be communicated to management. Management would accordingly update the AC on the status of the remedial action plans.

The AC and the Board review the adequacy of the internal audit function annually and are satisfied that there are adequate internal controls in the Group.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholder Rights

Principle 14: Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.

All shareholders are treated fairly and equitably to facilitate their ownership rights. The Constitution allows a member of the Company, who is unable to attend the general meeting in person, to appoint one or two proxies to attend and vote at the meeting in place of the member.

The Group believes that a high standard of disclosure is crucial to raising the level of corporate governance. All information relating to the Group's new initiatives are first disseminated via SGXNet followed by a news release (if appropriate), which is also available on the SGX-ST's website.

CORPORATE GOVERNANCE REPORT

The Group does not practice selective disclosure. Price sensitive information is publicly released via SGXNet and the results and annual reports are announced or issued within the mandatory period. All shareholders of the Company will receive a copy of the Annual Report and the Notice of AGM at least 14 days before the meeting. The Notice of AGM is also advertised in a national newspaper.

In view of the above, all shareholders are given an opportunity to participate effectively and vote at the general meetings.

At the AGM, shareholders are given opportunities to express their views and ask the Board and Management questions regarding the operations of the Group. The Chairman is available at the AGM to answer those questions regarding the operations of the Group. The Chairman of the AC, RC and NC are normally available at the AGM to answer those questions relating to the work of these Committees.

The Company's external auditors are also invited to attend the AGM to assist the Directors in addressing any relevant queries relating to the conduct of the audit and audited report.

For greater transparency and fairness in the voting process, voting at shareholders' meetings were conducted by poll since 2013. This allows all shareholders present or represented at the meetings to vote on a one-share-one vote basis. The voting results of all votes cast for or against each resolution is then announced at the meeting and broadcasted via SGXNet after the meeting.

Communication with shareholders

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

The Company recognises the importance of actively engaging with stakeholders to promote effective and fair communication.

The Board also acknowledges its obligation to furnish timely information to shareholders and ensures that full disclosure of material information to comply with statutory requirements and the Listing Manual of the SGX-ST is made. Any price sensitive information will be publicly released on SGXNet first before being announced to any group of investors or analysts.

To keep all stakeholders of the Company updated on the latest announcements, press releases, and stock details of the Company, stakeholders have 24-hour access to the Company's website (www.annaik.com.sg).

Investor Related Services	kkng@annaik.com
Product Related Services	peh@annaik.com
Environmental Services	raymondyang@annaik.com
Sales Related Services	sales@annaik.com

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate.

Conduct of shareholder meetings

Principle 16: Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.

Our shareholders are encouraged to attend the general meetings of shareholders to ensure a high level of accountability and to be updated on the Company's strategies and goals. Notices of general meetings are dispatched to shareholders, together with explanatory notes or a circular on items of special business (if necessary), at least 14 clear calendar days before the meeting for ordinary resolutions and/or 21 clear calendar days before the meeting for special resolutions. The Board welcomes the views of shareholders who wish to raise issues concerning the Company, either informally or formally before or during these general meetings. The Chairman of the AC, NC and RC are normally present and available to address questions relating to the work of their respective committees at general meetings. Furthermore, the external auditors are present to assist our Board in addressing any relevant queries by our shareholders.

CORPORATE GOVERNANCE REPORT

With the recent Companies Act amendments, the Company's Constitution allows corporations and members of the Company to appoint one (1) or two (2) proxies to attend and vote at general meetings. A Relevant Intermediary[1] may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified). An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

The Board also notes that there should be separate resolutions on each substantially separate issue that may be tabled at the general meeting.

The Company prepares minutes of general meetings incorporating the substantial and relevant comments or queries from shareholders that is relevant to the agenda of the meeting and responses from the Board and the Management. Such minutes are available to shareholders upon request.

Resolutions are put to vote by poll and the detailed results of each resolution are announced via SGXNet after the general meetings.

DEALINGS IN SECURITIES

The Company has adopted an Internal Code of Best Practices on Securities Transactions to Directors and key employees (including employees with access to price-sensitive information to the Company's shares) of the Group setting out the code of conduct on transactions in the Company's shares by these persons in compliance with the Rule 1207 (19) of the Listing Manual of SGX-ST.

All the key employees, officers and Directors of the Company are reminded not to deal in the Company's securities during the period commencing one month before the announcement of the Company's half year and full year financial statements and ending on the date of announcement of the results.

The Company issues email notification to all its officers including Directors, officers and employees which they are reminded that they should refrain from dealing in the securities of the Company:-

(i) during the one month before and up to the date of announcement of half year and full year results;
(ii) on short term considerations; and
(iii) at any time if they are in possession of unpublished material price-sensitive information.

The Company has complied with Listing Rule 1207 (19) of the Listing Manual of SGX-ST.

INTERESTED PERSON TRANSACTIONS ("IPT")

The Group has adopted an internal policy in respect of any transactions with interested person within the definition of Chapter 9 of the Listing Manual of SGX-ST and has set out procedures for review and approval of all interested person transactions. There were no interested party transactions except as disclosed above equal to or exceeding $100,000 in aggregate between the Company and any of its interested persons (namely, directors, executive officers or controlling shareholders of the Group or the associates of such directors, executive officers or controlling shareholders) subsisting for the year ended 31 December 2015.

RISK MANAGEMENT

The Group regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as to take appropriate measures to control and mitigate these risks. The Group reviews all significant control policies and procedures and highlights all significant matters to the AC and the Board. The financial risk management objectives and policies are outlined in Note 40 to the financial statements.

CORPORATE GOVERNANCE REPORT

MATERIAL CONTRACTS

Pursuant to Rule 1207(8) of the Listing Manual of SGX-ST, the Company confirms that there were no material contracts (including loans) of the Company or its subsidiaries involving the interests of the managing director, each director or controlling shareholder subsisted at the end of the financial year or have been entered into since the end of the previous financial year.

UPDATE ON USE OF PROCEEDS

General Disclosure of the status on the use of proceeds raised from disposal of 32% shares of Shinsei Company (S) Pte. Ltd. and 11% shares of Both-Well Holdings (S) Pte. Ltd. pursuant to Chapter 8 whether such a use is in accordance with the stated use is as follows:-

Use of proceeds	Amount allocated as disclosed in Circular 13 December 2013 (S$'000)	Total amount utilised (S$'000)	Balance amount (S$'000)
Purchase of raw materials and working capital for Shinsei Holdings Pte Ltd	5,000	5,000	-
Undertake new investment	1,646	1,646	-
Total	6,646	6,646	-

The breakdown on the use of proceeds is as follows:-

(i) Purchase of raw materials and working capital

Acquisition of shares in Shinsei Holdings Pte Ltd: S$5.00 million

(ii) Undertake new investment

Acquisition of shares in Metal Wang Pte Ltd: S$0.18 million
Acquisition of shares in Wesco Steel Pte Ltd: S$0.21 million
Acquisition of shares in Ichinose Emico Valves (S) Pte Ltd: S$0.34 million
Acquisition of shares in Shanghai Onway Environmental Development Co., Ltd: S$0.916 million

[1] A Relevant Intermediary is:-

a) a banking corporation licensed under the Banking Act (Cap. 19) 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; or
b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.

Financial Statements

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of AnnAik Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2015.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the balance sheets 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 2015 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

(b) 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.

2. DIRECTORS

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

Ow Chin Seng	(Executive Chairman cum Chief Executive Officer)
Ng Kim Keang	
Koh Beng Leong	
Dr Yang Guo Ying	
Ang Mong Seng	
Lee Bon Leong	
Dr Choong Chow Siong	
Lin Wei, Daniel	
Ow Eei Meng, Benjamin	(Appointed as Executive Director on 1 March 2015)

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Except as described in paragraph five below, 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 objectives 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' STATEMENT

4. 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 directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest		Deemed interest	
Name of director	At beginning of financial year or date of appointment	At the end of financial year	At beginning of financial year or date of appointment	At the end of financial year
AnnAik Limited				
Ordinary shares				
Ow Chin Seng	67,536,758	69,894,258	8,274,924	8,274,924
Ng Kim Keang	1,441,000	1,441,000	–	–
Koh Beng Leong	12,000	12,000	–	–
Dr Yang Guo Ying	36,000	36,000	–	–
Ow Eei Meng, Benjamin	–	–	2,919,400	2,919,400
Ang Mong Seng	720,000	720,000	–	–
Lee Bon Leong	3,142,000	3,142,000	120,000	120,000
Dr Choong Chow Siong	480,000	480,000	–	–
Options to subscribe for ordinary shares under the AnnAik Share Option Scheme				
Ow Chin Seng	2,890,000	2,890,000	1,330,000	1,330,000
Ng Kim Keang	5,070,000	5,070,000	–	–
Koh Beng Leong	1,050,000	1,050,000	–	–
Dr Yang Guo Ying	1,600,000	1,600,000	–	–
Ang Mong Seng	180,000	180,000	–	–
Lee Bon Leong	180,000	180,000	–	–
Dr Choong Chow Siong	180,000	180,000	–	–
Lin Wei, Daniel	93,000	93,000	–	–

By virtue of Section 7 of the Singapore Companies Act, Mr Ow Chin Seng is deemed to have an interest in all the related corporations of the Company.

There was no change in any of the above-mentioned interest in the Company between the end of the financial year and 21 January 2016.

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 of the financial year, or date of appointment, if later, or at the end of the financial year.

DIRECTORS' STATEMENT

5. OPTIONS

In 2013, the Company had adopted the AnnAik Employee Share Option Scheme 2013 which was approved by the shareholders of the Company at an Extraordinary General Meeting held on 18 September 2013. The Share Option Scheme was administered by the Remuneration Committee comprising Messrs Ang Mong Seng, Lee Bon Leong and Dr Choong Chow Siong.

Under the Share Option Scheme, an option entitles the option holder to subscribe for one (1) new ordinary share in the Company at an exercise price per share determined with reference to the market price of the Company's share at the time of grant of the option. The Remuneration Committee may at its discretion, fix the exercise price of the option at a discount up to 20% of the market price of the Company's share.

Options granted with an exercise price set at the market price of the Company's share shall only be exercised after the first anniversary but before the tenth anniversary for executive directors and employees (fifth anniversary for non-executive directors) from the date of grant. Options granted with the exercise price set at a discount to the market price of the Company's share can only be exercised after the second anniversary but before the tenth anniversary for executive directors and employees (fifth anniversary for non-executive directors) from the date of grant. The options may be exercised in whole or in part on the payment of the relevant exercise price. Options granted will lapse when the option holder ceases to be a full-time employee or executive/ non-executive director of the Company or any subsidiary of the Group subject to certain exceptions as determined by the Remuneration Committee.

As at 31 December 2015, the details of the share options held by the directors of the Company under the Share Option Scheme are as follows:

Name of director	Aggregate options granted since commencement of the Scheme to 31.12.2015	Aggregate options exercised since commencement of the Scheme to 31.12.2015	Aggregate options cancelled/ lapsed since commencement of the Scheme to 31.12.2015	Aggregate options outstanding as at 31.12.2015
Ow Chin Seng	4,090,000	(1,200,000)	–	2,890,000
Ng Kim Keang	5,670,000	(600,000)	–	5,070,000
Koh Beng Leong	1,050,000	–	–	1,050,000
Dr Yang Guo Ying	1,600,000	–	–	1,600,000
Ang Mong Seng	1,680,000	(360,000)	(1,140,000)	180,000
Lee Bon Leong	1,680,000	(360,000)	(1,140,000)	180,000
Dr Choong Chow Siong	1,680,000	(360,000)	(1,140,000)	180,000
Lin Wei, Daniel	93,000	–	–	93,000

There were no options granted and no shares of the Company issued by virtue of the exercise of an option to take up unissued shares during the financial years ended 31 December 2015 and 2014.

DIRECTORS' STATEMENT

5. OPTIONS (CONT'D)

Details of the options to subscribe for ordinary shares of the Company pursuant to the employee share option plans as at 31 December 2015 are as follows:

Date of grant	Balance at 1.1.2015 '000	Exercised '000	Cancelled/ Lapsed '000	Balance at 31.12.2015 '000	Exercise price per option S$	Exercise period
30.6.2006	1,764	–	(120)	1,644	0.092	1.7.2008 - 30.6.2016
30.4.2007	2,650	–	(70)	2,580	0.240	1.5.2009 - 30.4.2017
14.6.2007	1,560	–	–	1,560	0.280	15.6.2009 - 14.6.2017
23.5.2008	1,610	–	(80)	1,530	0.200	24.5.2010 - 23.5.2018
16.10.2013	12,235	–	(378)	11,857	0.083	17.10.2015 - 15.10.2023
16.10.2013	633	–	–	633	0.083	17.10.2015 - 15.10.2018
	20,452	–	(648)	19,804		

Since the commencement date of Share Option Scheme till the end of the financial year:

- except as disclosed above, no options were granted to the directors of the Company, controlling shareholders or their associates;
- except for Mr Ow Chin Seng and Mr Ng Kim Keang, no other person has received 5% or more of the total number of options granted under the Share Option Scheme; and
- except as disclosed above, no options were granted at a discount to the market price of the shares at the time of the grant.

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option, except as described in the preceding paragraphs.

6. AUDIT COMMITTEE

The Audit Committee of the Company comprises three non-executive independent directors. The members of the Audit Committee at the end of the financial year and the date of this report are:

Dr Choong Chow Siong – Chairman
Ang Mong Seng
Lee Bon Leong

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

- 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.
- Reviewed the half yearly 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.
- Reviewed effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls, information technology controls and risk management via reviews carried out by the internal auditor.

DIRECTORS' STATEMENT

6. AUDIT COMMITTEE (CONT'D)

- 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.
- 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.
- Reviewed the quality, cost effectiveness and the independence and objectivity of the external auditor.
- Reviewed the nature and extent of non-audit services provided by the external auditor.
- 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.
- Reported actions and minutes of the AC to the board of directors with such recommendations as the AC considered appropriate.
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited'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.

The AC convened two meetings during the year with full attendance from all members. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

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

7. AUDITORS

Ernst & Young LLP have expressed their willingness to accept reappointment as auditors.

On behalf of the board of directors:

Koh Beng Leong
Director

Ng Kim Keang
Director

Singapore

31 March 2016

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ANNAIK LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of AnnAik Limited (the "Company") and its subsidiaries (collectively, the "Group") set out on pages 36 to 114, which comprise the balance sheets of the Group and the Company as at 31 December 2015, 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 a summary of significant accounting policies and other explanatory information.

Management's responsibility 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 Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, 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; 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.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2015 and of the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date.

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.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

31 March 2016

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

		Group	
		2015	2014
	Note	$'000	$'000
Revenue	4	53,071	49,042
Cost of sales		(43,914)	(37,480)
Gross profit		9,157	11,562
Other income	5	1,454	1,896
Distribution expenses		(1,971)	(1,889)
Administrative expenses		(10,393)	(9,109)
Other operating expenses		(3,359)	(423)
Share of result of an associate		228	156
Share of result of a joint venture		636	–
Finance costs	6	(1,331)	(685)
(Loss)/profit before tax	7	(5,579)	1,508
Taxation	8	(436)	(715)
(Loss)/profit for the year		(6,015)	793
Attributable to:			
Owners of the Company		(5,756)	724
Non-controlling interests		(259)	69
		(6,015)	793
(Loss)/earnings per share (cents):			
Basic and diluted	9	(2.31)	0.29

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	Group	
	2015	2014
	$'000	$'000
(Loss)/profit for the year	(6,015)	793
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss		
- Exchange differences on translation of foreign operations	626	1,203
Other comprehensive income for the year, net of tax	626	1,203
Total comprehensive income for the year	(5,389)	1,996
Total comprehensive income attributable to:		
Owners of the Company	(5,222)	1,623
Non-controlling interests	(167)	373
	(5,389)	1,996

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

BALANCE SHEETS

AS AT 31 DECEMBER 2015

		Group		Company	
		2015	2014	2015	2014
	Note	$'000	$'000	$'000	$'000
Non-current assets					
Property, plant and equipment	10	30,481	30,702	–	–
Prepaid land rental	11	320	324	–	–
Goodwill	12	497	497	–	–
Intangible assets	13	16,811	11,698	3,393	–
Investment in subsidiaries	14	–	–	25,666	25,319
Investment in an associate	15	3,026	2,771	–	–
Investment in a joint venture	16	1,733	–	–	–
Available-for-sale financial assets	17	3,467	5,667	3,467	5,667
Club membership	18	190	190	190	190
Refundable deposits	19	935	924	–	–
Other receivables	21	6,973	5,468	6,973	5,468
Financial derivative assets	22	81	–	–	–
Amounts due from subsidiaries and an associate	23	–	–	8,116	7,848
Deferred tax assets	30	–	23	–	–
		64,514	58,264	47,805	44,492
Current assets					
Prepaid land rental	11	7	7	–	–
Inventories	20	27,423	32,519	–	–
Prepayments		235	452	2	8
Trade and other receivables	21	16,855	18,484	597	1,545
Finance derivative assets	22	5	–	–	–
Amounts due from subsidiaries and an associate	23	518	567	13,001	6,115
Cash and bank balances	24	5,966	7,288	2,032	1,526
		51,009	59,317	15,632	9,194
Assets classified as held for sale	25	–	4,486	–	4,486
		51,009	63,803	15,632	13,680
Total assets		115,523	122,067	63,437	58,172
Current liabilities					
Amounts due to subsidiaries and a joint venture	23	850	–	572	191
Trade payables	26	2,992	2,392	–	–
Other payables and accruals	27	4,655	3,887	882	397
Loans and borrowings	28	19,119	26,131	3,500	–
Provision for income tax		408	433	–	–
		28,024	32,843	4,954	588
Net current assets		22,985	30,960	10,678	13,092

BALANCE SHEETS

AS AT 31 DECEMBER 2015

		Group		Company	
		2015	2014	2015	2014
	Note	$'000	$'000	$'000	$'000
Non-current liabilities					
Other payables and accruals	27	2,101	–	2,101	–
Loans and borrowings	28	18,350	17,087	1,500	–
Government grants	29	2,100	2,155	–	–
Deferred tax liabilities	30	392	277	–	–
		22,943	19,519	3,601	–
Total liabilities		50,967	52,362	8,555	588
Net assets		64,556	69,705	54,882	57,584
Equity attributable to equity holders of the Company					
Share capital	31	36,131	36,131	36,131	36,131
Currency translation reserve	32	1,142	608	–	–
Reserve fund	33	44	44	–	–
Share option reserve	34	1,485	1,216	1,485	1,216
Retained earnings		20,325	26,537	17,266	20,237
		59,127	64,536	54,882	57,584
Non-controlling interests		5,429	5,169	–	–
Total equity		64,556	69,705	54,882	57,584
Total equity and liabilities		115,523	122,067	63,437	58,172

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	Share capital (Note 31) $'000	Currency translation reserve (Note 32) $'000	Reserve fund (Note 33) $'000	Share option reserve (Note 34) $'000	Retained earnings $'000	Attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
Group								
2015								
Balance at 1 January 2015	36,131	608	44	1,216	26,537	64,536	5,169	69,705
Total comprehensive income for the year	–	534	–	–	(5,756)	(5,222)	(167)	(5,389)
Contributions by and distributions to owners								
- Expiry of share options	–	–	–	(42)	42	–	–	–
- Grant of equity-settled share options to employees	–	–	–	311	–	311	–	311
- Dividends paid on ordinary shares (Note 35)	–	–	–	–	(498)	(498)	–	(498)
- Capital contributions from non-controlling interests	–	–	–	–	–	–	427	427
Total transactions with owners via their capacity as owners	–	–	–	269	(456)	(187)	427	240
Balance at 31 December 2015	36,131	1,142	44	1,485	20,325	59,127	5,429	64,556
2014								
Balance at 1 January 2014	36,131	(291)	44	900	26,095	62,879	4,182	67,061
Total comprehensive income for the year	–	899	–	–	724	1,623	373	1,996
Contributions by and distributions to owners								
- Expiry of share options	–	–	–	(44)	44	–	–	–
- Grant of equity-settled share options to employees	–	–	–	360	–	360	–	360
- Dividends paid on ordinary shares (Note 35)	–	–	–	–	(249)	(249)	–	(249)
- Capital contributions from non-controlling interests	–	–	–	–	–	–	537	537
Total transactions with owners via their capacity as owners	–	–	–	316	(205)	111	537	648
Changes in ownership interest in a subsidiary								
Acquisition of non-controlling interest in a subsidiary without a change in control	–	–	–	–	(77)	(77)	77	–
Balance at 31 December 2014	36,131	608	44	1,216	26,537	64,536	5,169	69,705

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	Share capital (Note 31) $'000	Share option reserve (Note 34) $'000	Retained earnings $'000	Total equity $'000
Company				
2015				
At 1 January 2015	36,131	1,216	20,237	57,584
Total comprehensive income for the year	–	–	(2,515)	(2,515)
Contributions by and distributions to owners				
- Expiry of share options	–	(42)	42	–
- Grant of equity-settled share options to employees	–	311	–	311
- Dividends paid on ordinary shares (Note 35)	–	–	(498)	(498)
Total transactions with owners via their capacity as owners	–	269	(456)	(187)
At 31 December 2015	36,131	1,485	17,266	54,882
2014				
At 1 January 2014	36,131	900	21,260	58,291
Total comprehensive income for the year	–	–	(818)	(818)
Contributions by and distributions to owners				
- Expiry of share options	–	(44)	44	–
- Grant of equity-settled share options to employees	–	360	–	360
- Dividends paid on ordinary shares (Note 35)	–	–	(249)	(249)
Total transactions with owners via their capacity as owners	–	316	(205)	111
At 31 December 2014	36,131	1,216	20,237	57,584

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

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

		Group	
	Note	2015 $'000	2014 $'000
Cash flows from operating activities :			
(Loss)/profit before tax		(5,579)	1,508
Adjustments for :			
Allowance/(reversal of allowance) for doubtful trade receivables	21	373	(13)
Allowance for doubtful receivables (non-trade)	21	239	–
Allowance/(reversal of allowance) for slow moving inventories	20	119	(20)
Amortisation of intangible assets	13	880	474
Amortisation of prepaid land rental	11	7	7
Amortisation of government grant	5	(79)	(74)
Bad debts written off	7	132	–
Depreciation of property, plant and equipment	10	1,507	1,065
Fair value gain on derivative of financial assets (unrealised)	5	(86)	–
Finance costs	6	1,331	685
Gain on disposal of available-for-sale financial assets	5	(28)	–
Impairment of available-for-sale financial assets	17,25	2,200	400
Impairment of plant and equipment	10	783	–
Interest income	5	(295)	(105)
Loss on disposal of intangible assets	7	–	1
Loss on disposal of property, plant and equipment	7	17	7
Reversal of allowance for claim on contract work	5	–	(398)
Share-based payment expenses	7	311	360
Share of result of an associate		(228)	(156)
Share of result of a joint venture		(636)	–
Unrealised foreign exchange loss		531	43
Write back of over-accrual of project costs	5	196	–
Write down of inventories	20	622	150
Operating profit before working capital changes		2,317	3,934
(Increase)/decrease in:			
Trade receivables		(144)	(4,566)
Other receivables		877	(74)
Inventories		4,355	(11,800)
Increase/(decrease) in:			
Trade payables		600	1,234
Other payables		274	(547)
Bills payables		(10,753)	10,353
Cash used in operations		(2,474)	(1,466)
Interest paid		(1,174)	(685)
Interest income received		295	92
Income taxes paid		(327)	(338)
Net cash flows used in operating activities		(3,680)	(2,397)

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

		Group	
		2015	2014
	Note	$'000	$'000
Cash flows from investing activities :			
Proceeds from disposal of property, plant and equipment		25	1
Proceeds from disposal of available-for-sale financial assets		3,010	–
Decrease/(increase) in amount due from an associate		49	(163)
Decrease in amounts due from related parties	21	338	4,027
Purchase of property, plant and equipment	10	(1,045)	(10,229)
Additions to intangible assets	13	(3,639)	(1,316)
Investment in a joint venture	16	(1,097)	–
Net cash flows used in investing activities		(2,359)	(7,680)
Cash flows from financing activities :			
Proceeds from loans and borrowings		8,595	11,628
Repayment of loans and borrowings		(4,273)	(5,134)
Contribution from non-controlling interests	A	457	417
Repayment of obligations under finance leases		(351)	(327)
Dividends paid	35	(498)	(249)
Increase in amount due to a joint venture		850	–
Net cash flows generated from financing activities		4,780	6,335
Net decrease in cash and cash equivalents		(1,259)	(3,742)
Cash and cash equivalents at beginning of year		6,970	10,637
Effect of exchange rate changes on the balance of cash held in foreign currencies		59	75
Cash and cash equivalents at end of year (Note 24)		5,770	6,970

Note A: Contributions from non-controlling interests

During the financial year, the non-controlling interests have increased their share of investments in the subsidiaries by $427,000 (2014: $537,000) (Note 14). The contributions paid by the non-controlling interests amounted to $457,000 (2014: $327,000) during the year.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

1. CORPORATE INFORMATION

AnnAik Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the mainboard of the Singapore Exchange ("SGX-ST").

The registered office and principal place of business of the Company is located at 52, Tuas Avenue 9, Singapore 639193.

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiaries, an associate and a joint venture are disclosed in Notes 14, 15 and 16 to the financial statements respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet 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 a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars ("SGD or $") and all values in the tables are rounded to the nearest thousand ("$'000") except when otherwise indicated.

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 which are effective for annual financial periods beginning on or after 1 January 2015. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

2.3 Standards issued but not yet effective

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

Description	*Effective for annual periods beginning on or after*
Amendments to FRS 27 *Equity Method in Separate Financial Statements*	1 January 2016
Amendments to FRS 16 *Property, Plant and Equipment and FRS 38 Intangible Assets*	1 January 2016
Amendments to FRS 111 *Accounting for Acquisitions of Interests in Joint Operations*	1 January 2016
Improvements to FRSs (November 2014)	
(a) Amendments to FRS 107 *Financial Instruments: Disclosures*	1 January 2016
(b) Amendments to FRS 19 *Employee Benefits*	1 January 2016
Amendments to FRS 1 *Disclosure Initiative*	1 January 2016
FRS 115 *Revenue from Contracts with Customers*	1 January 2018
FRS 109 *Financial Instruments*	1 January 2018

Except for FRS 109 and FRS 115, the directors expect that the adoption of the other 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 and FRS 115 is described below.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Standards issued but not yet effective (cont'd)

FRS 109 *Financial Instruments*

FRS 109 is effective for financial periods beginning on or after 1 January 2018. FRS 109 uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing the many different rules in FRS 39. The approach in FRS 109 is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets, and enables companies to reflect their risk management activities better in their financial statements, and, in turn, help investors to understand the effect of those activities on future cash flows. FRS 109 is principle-based, and will more closely align hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model.

FRS 115 *Revenue from Contracts with Customers*

FRS 115 is effective for financial periods beginning on or after 1 January 2018. FRS 115 establishes a five-step model that apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities (e.g. sales of property, plant and equipment or intangibles).

Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligations; changes in contract asset and liability account balances between periods and key judgements and estimates.

The Group is currently evaluating the impact of the changes and assessing whether the adoption of FRS 109 and FRS 115 will have an impact on the Group.

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries 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 and dividends are eliminated in full.

Subsidiaries 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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Basis of consolidation and business combinations (cont'd)

(a) Basis of consolidation (cont'd)

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:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control 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 and goodwill

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.

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 profit or loss.

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.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Basis of consolidation and business combinations (cont'd)

(b) Business combinations and goodwill (cont'd)

Where goodwill forms part of a cash-generating unit and part of the operation within that cash-generating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit retained.

2.5 Transactions with non-controlling interests

Non-controlling interest ("NCI") represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable to owners of the Company.

Changes in the Company's ownership interest in a subsidiary 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. 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 owners of the Company.

2.6 Foreign currency

The financial statements are presented in Singapore 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) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries 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 rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the weighted average rate 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 profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.7 Subsidiaries

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, investment in subsidiaries is accounted for at cost less impairment losses.

2.8 Joint arrangements

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

The Group's joint arrangement has been determined to be a joint venture, where the Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.9.

2.9 Joint venture and associate

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group accounts for its investment in associate and joint venture using the equity method from the date on which it becomes an associate or joint venture.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate or joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in associate or joint venture are carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate or joint venture. The profit or loss reflects the share of results of the operations of the associate or joint venture. Distributions received from the associate or joint venture reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associate or joint venture, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate or joint venture.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.9 Joint venture and associate (cont'd)

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate or joint ventures. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate or joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value and recognises the amount in profit or loss.

The financial statements of the associate and joint venture are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

2.10 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 accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other assets, commences when the assets are ready for their intended use.

Freehold land has an unlimited useful life and therefore is not depreciated.

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

Freehold building	-	45 years
Leasehold building	-	lease terms of 30 years
Plant and equipment	-	5 to 10 years
Motor vehicles	-	5 to 8 years
Furniture, renovation, fixtures and equipment	-	5 to 10 years

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 values, useful life and depreciation method are reviewed at each financial year-end, 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 arising on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

2.11 Intangible assets

(a) Goodwill

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.11 Intangible assets (cont'd)

(b) Other 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 carried 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 lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite useful lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

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 profit or loss when the asset is derecognised.

Service concession arrangements

Intangible asset representing consideration received for construction services provided under service concession arrangements are recognised to the extent that the Group has a right to charge fees for the usage of the wastewater treatment plants and are amortised on a straight-line basis over the concession period from commencement of the operation of the plants.

Technical know-how

Technical know-how is amortised on a straight-line basis over 10 years commencing from the date of completion of the wastewater treatment plant.

Club membership

The useful life of club membership is indefinite as it is lifetime membership and has no dates of expiry.

Patent rights

The patent rights relate to purchase of the rights to use the Biological Tickling Filter patent in relation to rural wastewaster treatment. The rights is amortised on a straight-line basis over the remaining contractual life of 11 years, from the date of purchase of such rights until 31 Mach 2026.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.12 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 indication exists, or when an 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 to sell 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.

2.13 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.

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 measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

(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 assets 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 de-recognised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.13 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Subsequent measurement (cont'd)

(ii) Available-for-sale financial assets (cont'd)

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. The Group determines the classification of its financial liabilities at initial recognition.

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 profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

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

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.14 Impairment of financial assets

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

(a) 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 profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial assets 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 profit or loss.

(b) 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.

(c) 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.14 Impairment of financial assets (cont'd)

(c) Available-for-sale financial assets (cont'd)

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.

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2.16 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Raw materials (for manufacturing products): purchase costs on a weighted average basis.

- Finished goods and work-in-progress (for manufacturing products): costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a weighted average basis.

- Finished goods (for distribution products and engineering): purchase costs on a first-in first-out basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories 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.

2.17 Segment reporting

For management purposes, the Group is organised into business segment. A business segment is a distinguishable component of the Group that is engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. The operating business segments are managed separately by the general managers 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 39, including the factors to identify the reportable segments and the measurement basis of segment information.

2.18 Prepaid land rental

Prepaid land rental represents payments in advance for the rights to use lands for an agreed period. The amounts prepaid are amortised on a straight-line basis over the lease term ranging from 25 to 50 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.19 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 the end of each reporting period 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.

Deferred consideration payable

Deferred consideration arises when settlement of all or any part of the purchase cost of an asset is deferred. It is stated at fair value at the date of purchase, which is determined by discounting the future cash flows to present value at that date. Interest is imputed on the fair value of non-interest bearing deferred consideration at the discount rate and expensed within finance cost. At the end of each reporting period, deferred consideration comprises the remaining deferred consideration valued at acquisition plus interest imputed on such amounts from date of purchase to the end of the reporting period. Subsequent changes to the fair value of the deferred consideration are recognised in the profit or loss.

2.20 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

Government grant shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as "Other income". Alternatively, they are deducted in reporting the related expenses.

2.21 Financial guarantee

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transactions costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are recognised as income in profit or loss over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.22 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.23 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. The Singapore company in the Group makes contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. In addition, the subsidiary companies in the People's Republic of China ("PRC") pay fixed contributions into the retirement insurance and medical insurance schemes organised by the social security bureau and has no further payment obligations once the contributions have been paid. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

(c) Employee share option plans

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the share option reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefit expense.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market condition or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied. The share option reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the share option reserve is transferred to share capital if new shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.24 Leases

As lessee

Finance leases which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in 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.

2.25 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. The Group assesses its revenue arrangements to determine if it is acting as principal or agent.

(a) Sale of goods

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(b) Engineering construction project

Revenue derived from the engineering construction project is recognised by reference to the stage of completion of the project works at the end of the reporting period as determined by the surveys of the works performed.

(c) Service income from environmental business

Service income of the Group's environmental business is recognised when the services have been rendered.

(d) Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

(e) Dividend income

Dividend income from investments is recognised when the shareholders' right to receive payment has been established.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.26 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 at 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 end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associate and joint venture, 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, 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 subsidiaries, associate and joint venture, 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 the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that 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 end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.26 Taxes (cont'd)

(b) Deferred tax (cont'd)

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.

(c) Value added tax ("VAT") and Goods and Services Tax ("GST")

Revenues, expenses and assets are recognised net of the amount of VAT/GST except:

- Where the VAT/GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the VAT/GST 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 VAT/GST included.

2.27 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.

2.28 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 balance sheet 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.

2.29 Non-current assets held for sale and discontinued operations

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

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. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the consolidated financial statements:

(a) Business registration of People's Republic of China ("PRC") entities

The Group's operations in the PRC are governed by the legal system of the PRC. The PRC legal system is a codified system with written laws, regulations, rules and other regulatory documents. In the prior years, by virtue of ownership agreements entered with certain PRC individuals which resulted in changes to the Group's entity interest in its two subsidiaries and an associate of the Group based in PRC, the business registration files of these subsidiaries and associate have not been amended accordingly to reflect the current shareholding structure. Management effected and completed the amendment of the business registration file for one of the subsidiaries in 2011.

In the previous years, management has obtained legal advice that the current business registrations of the other subsidiary and the associate do not expose the Group to any non-compliance with the PRC legal system. The established understanding has been confirmed with legal practitioner on an annual basis. Accordingly, the non-controlling interests and the investment in an associate are accounted for based on the equity interest in the concerned PRC entities taking into account the ownership agreements entered with the certain PRC individuals.

The non-controlling interests of subsidiaries and investment in associate attributable to the PRC individuals are $360,000 (2014: $344,000) and $2,018,000 (2014: $1,847,000) respectively.

(b) Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax provisions already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the relevant tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective company's domicile.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

3.1 Judgements made in applying accounting policies (cont'd)

(c) Determination of control and joint control

Determining if an investor has power requires judgment and taking into account all facts and circumstances.

Investment in Ichinose Emico Valves (S) Pte Ltd

The Group has a 50% direct equity interest in an entity, Ichinose Emico Valves (S) Pte Ltd ("Ichinose"), where the remaining 50% equity interest is equally held by two other unrelated parties. It is important to consider that the Group holds a large part of the votes, albeit not majority. There is no other single shareholder that holds more than the Group's voting interest in the investment. Further, it is noted that the relevant activities for the investment are decided by the board of directors, which is formed by two members appointed by the Group and remaining two from the other two shareholders. The Group's representative shall be appointed as chairman of board meetings and will be given a casting vote in the case of equality of votes. The quorum can be achieved through the attendance of 2 directors. Accordingly, management has determined that Ichinose is a subsidiary of the Group in view of the shareholder's rights and demonstration of control over the decisions of the relevant activities of the investment. Management has accounted for the investment in Ichinose as a subsidiary in accordance with Note 2.4 to the financial statements.

Investment in Shanghai Onway Environmental Development Co Ltd

The Group has a 51% direct equity interest in Shanghai Onway Environmental Development Co Ltd ("Shanghai Onway") where the remaining 49% is held by another party. Under the joint venture agreement, the board of directors will at all times comprise three representatives from the Group and two representatives from the other joint venture partner. However, the quorum requires at least four members of the board to be present and hence, the Group is unable to form quorum on its own. Management has determined that the Group possesses joint control over the arrangement as decisions about the relevant activities require unanimous consent of representatives appointed by the Group and the venture partner in the management of Shanghai Onway. Accordingly, management has accounted for the Group's investment in Shanghai Onway as joint venture in accordance with Note 2.9 to the financial statements.

(d) Impairment of loans and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group reconsiders factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loan and receivables with impairment indicators at the end reporting period is disclosed in Note 21 to the financial statements.

3.2 Key sources of estimation uncertainty

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

(a) Impairment of goodwill

Goodwill acquired in a business combination is allocated, at acquisition to the cash-generating units ("CGUs") that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated to Angwei Environmental Ecological & Engineering (Shanghai) Co., Ltd and its subsidiaries as described in Note 12 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

3.2 Key sources of estimation uncertainty (cont'd)

(a) Impairment of goodwill (cont'd)

To determine whether there is an impairment of goodwill at the end of the reporting period, it is necessary to compare the carrying value of goodwill with the recoverable amount from the cash generating unit to which the goodwill is allocated. The recoverable amount represents the present value of the estimated future cash flows expected to arise from the cash-generating unit. The key assumptions applied in the determination of the value in use including a sensitivity analysis, are disclosed and further explained in Note 12.

(b) Impairment of property, plant and equipment

As disclosed in Note 10 to the financial statements, the recoverable amount of the Group's certain plant and machinery used in steel manufacturing is determined based on value in use calculation, computed using discounted cash flows model. The key assumptions applied in the determination of the value in use including a sensitivity analysis, are disclosed and further explained in Note 10 to the financial statements.

(c) Impairment of trade and other receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivables at the end of the reporting period is disclosed in Note 42 to the financial statements. If the present value of estimated future cash flows decrease by 3% from management's estimates, the Group's allowance for doubtful receivables will increase by $706,000 (2014: increase by $696,000).

(d) Allowances for inventories

Inventories are stated at the lower of cost and net realisable value. In assessing the allowance for inventories, the Group takes into account the historical obsolescence and slow-moving experiences and future demand of their product. However, factors beyond its control, such as demand levels, technology advances and pricing competition could result in revisions to the valuation of the inventories. The carrying amount of inventories is disclosed in Note 20 of the financial statements.

Based on management's estimate, inventories are fully provided for obsolescence if there are no sale movements within 4 years. At the end of the reporting period, an allowance for inventory obsolescence of $811,000 (2014: $692,000) has been made. If full allowance is to be made for inventories without sale movement within 3 years, the Group's allowance for inventory obsolescence will increase by $274,000 (2014: $315,000).

(e) Useful lives of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight-line basis over the assets' useful lives. Management estimates the useful lives of these assets to be within 5 to 45 years. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised. The carrying amounts of the Company's and Group's property, plant and equipment as at 31 December 2015 were disclosed in Note 10. A 5% difference in the expected useful lives of these assets from management's estimates would result in approximately decrease of $62,000 (2014: $45,000) in the Group's (loss)/profit after tax.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

4. REVENUE

	Group	
	2015	2014
	$'000	$'000
Sale of goods	46,175	41,224
Engineering construction	–	3,004
Environmental service income [1]	6,896	4,814
	53,071	49,042

[1] Amount includes revenue amounting to $2,149,000 (2014: $1,316,000) relating to services for the construction of assets being operated under service concession rights arrangement as described in Note 13 and Note 43.

5. OTHER INCOME

		Group	
		2015	2014
	Note	$'000	$'000
Amortisation of government grant	29	79	74
Interest income arising from loans to related parties		295	105
Gain on derivative of financial assets (unrealised)	22	86	–
Gain on disposal of available-for-sale financial assets due to purchase consideration adjustment		28	–
Government subsidy	A	404	546
Reversal of allowance for claim on contract work	B	–	398
Reimbursement of arbitration costs	B	–	454
Net foreign exchange gain		231	182
Write-back of over-accrual of project costs		196	–
Others		135	137
		1,454	1,896

Note A

Government subsidy includes:

- Grant income received from government by the subsidiaries operating wastewater plants in the PRC;
- Productivity and Innovation Credit ("PIC") cash payout for qualifying costs incurred; and
- Special Employment Credit ("SEC") subsidy, up to 8.5% of an employee's monthly wages, for hiring Singaporeans aged above 50.

Note B

This relates to a dispute with a customer where the Group filed a Notice of Arbitration with Singapore International Arbitration Centre ("SIAC") in 2011. In the previous financial year, the Group was awarded by SIAC a final compensation sum of $1,352,000 (exclusive of GST of $95,000) and reimbursement of arbitration costs of $454,000. Accordingly, allowance of $398,000 previously made for the amount due from the contract customer was written back and included under the line item "Other income" subsequent to the finalisation of the arbitration.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. FINANCE COSTS

	Group	
	2015	2014
	$'000	$'000
Interest expense on:		
- Bank loans and bank overdrafts	1,156	660
- Finance leases	18	25
- Accretion of interests on deferred consideration payable (Note 27)	157	–
	1,331	685

7. (LOSS)/PROFIT BEFORE TAX

(Loss)/profit before tax is stated after charging/(crediting):

		Group	
		2015	2014
	Note	$'000	$'000
Amortisation of prepaid land rental	11	7	7
Amortisation of intangible assets	13	880	474
Allowance/(reversal of allowance) for doubtful debts (trade)	21	373	(13)
Allowance for doubtful debts (non-trade)	21	239	–
Bad debts written off		132	–
Depreciation of property, plant and equipment	10	1,507	1,065
Directors' fees paid to the directors of the Company		186	186
Employee benefits expense	A	6,949	6,156
Impairment of available-for-sale financial assets	17, 25	2,200	400
Impairment of plant and equipment	10	783	–
Legal and professional fee		363	222
Loss on disposal of plant and equipment		17	7
Loss on disposal of intangible assets		–	1
Rental expenses		726	721
Repair and maintenance expenses		204	244
Allowance/(reversal of allowance) for slow moving inventories	20	119	(20)
Write down of inventories to net realisable value	20	622	150
Audit fees:			
- Paid to auditors of the Company		139	141
- Paid to other auditors		110	74
Non-audit fees:			
- Paid to auditors of the Company		45	14
- Paid to other auditors		7	8

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

7. (LOSS)/PROFIT BEFORE TAX (CONT'D)

Note A Employee benefits expense

	Note	Group 2015 $'000	Group 2014 $'000
Employee benefit expense (including directors):			
Salaries, bonuses and other benefits		6,057	5,215
Defined contribution plans		581	581
Share-based payments		311	360
		6,949	6,156

Presented in the consolidated statement of comprehensive income as:

	Group 2015 $'000	Group 2014 $'000
Cost of sales	1,329	732
Administrative expenses	4,646	4,376
Distribution expenses	974	1,048
	6,949	6,156

8. TAXATION

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2015 and 2014 are:

	Group 2015 $'000	Group 2014 $'000
Consolidated income statement		
Current taxation:		
- Current income taxation	362	390
- (Over)/under-provision in respect of prior years	(61)	263
	301	653
Deferred taxation (Note 30):		
- Origination and reversal of temporary differences	189	350
- Over-provision in respect of prior years	(54)	(288)
	135	62
Income tax expense recognised in the profit or loss	436	715

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

8. TAXATION (CONT'D)

Reconciliation between tax expense and accounting (loss)/profit

A reconciliation between the tax expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the years ended 31 December 2015 and 2014 is as follows:

	Group	
	2015	2014
	$'000	$'000
(Loss)/profit before income tax	(5,579)	1,508
Income tax calculated at 17% (2014: 17%)	(948)	256
Tax adjustments:		
Effect of different tax rates of subsidiaries operating in other tax jurisdictions	(72)	45
Non-deductible expenses	808	422
Income not subject to taxation	(178)	(341)
Effect of partial tax exemption	(15)	(46)
Tax effect of share of results of an associate and joint venture	(147)	(27)
Effect of unutilised tax losses not recognised as deferred tax assets	1,090	387
Deferred tax on undistributed earnings of an associate and joint venture	106	–
Benefits from previously unrecognised tax losses	(121)	–
Over-provision of tax in respect of prior years	(115)	(25)
Others	28	44
Income tax expense recognised in the profit or loss	436	715

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

(a) Entities incorporated in PRC, Singapore and Malaysia

The applicable income tax rate for PRC, Singapore and Malaysia incorporated companies is 25%, 17% and 25% respectively.

(b) Group relief

Under the present income tax legislations in Singapore in respect of group relief claim, tax losses suffered by a Singapore-incorporated subsidiary in the year can be transferred to another Singapore-incorporated company within the same group for offset against the profit of the second company in the same year, subject to the agreement of the tax authorities in Singapore.

During the financial year ended 31 December 2015, tax losses suffered by a Singapore incorporated subsidiary which amounted to $816,000 (2014: $1,212,000 without consideration) were transferred with consideration to another subsidiary within the Group under the group relief scheme.

(c) Unrecognised tax losses

At the end of the reporting period, the Group has tax losses of approximately $4,074,000 (2014: $2,743,000) that are available for set off against future taxable profits of the Group, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authority and compliance with certain provision of the tax legislation. The tax losses have no expiry date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

9. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share is calculated by dividing (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted (loss)/earnings per share is calculated by dividing (loss)/profit attributable to owners of the Company divided by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflect the (loss)/profit and share data used in the computation of basic and diluted (loss)/earnings per share for the years ended 31 December:

	Group	
	2015 $'000	2014 $'000
(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share	(5,756)	724
Number of shares ('000)		
Weighted average number of ordinary shares for basic (loss)/earnings per share computation	248,973	248,973
Effects of dilution:		
- Share options	–	2,204
Weighted average number of ordinary shares for diluted (loss)/earnings per share computation	248,973	251,177
(Loss)/earnings per share (cents)		
Basic (loss)/earnings per share	(2.31)	0.29
Diluted (loss)/earnings per share	(2.31)	0.29

All (2014: 5,820,000) share options granted to employees under the existing employee share option plans have not been included in the calculation of diluted earnings per share because they are anti-dilutive.

Since the end of the financial year, there were no share options (2014: Nil) being exercised by the eligible employees to acquire the Company's shares.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

10. PROPERTY, PLANT AND EQUIPMENT

	Freehold land $'000	Freehold and leasehold buildings $'000	Plant and equipment $'000	Motor vehicles $'000	Furniture, renovation, fixtures and equipment $'000	Construction-in-progress $'000	Total $'000
Group							
Cost							
At 1 January 2014	3,228	14,816	2,153	1,831	860	27	22,915
Additions	713	608	2,821	136	309	5,858	10,445
Disposals	–	–	(238)	(103)	(197)	–	(538)
Reclassification	615	4,736	–	–	(5)	(5,346)	–
Exchange differences	193	207	144	25	17	10	596
At 31 December 2014 and 1 January 2015	4,749	20,367	4,880	1,889	984	549	33,418
Additions	–	294	593	149	74	84	1,194
Disposals	–	–	(103)	–	(1)	–	(104)
Reclassification	(51)	51	328	–	–	(328)	–
Exchange differences	327	347	241	20	22	17	974
At 31 December 2015	5,025	21,059	5,939	2,058	1,079	322	35,482
Accumulated depreciation and impairment loss							
At 1 January 2014	–	211	495	966	489	–	2,161
Depreciation charge for the year	–	476	241	266	82	–	1,065
Disposals	–	–	(230)	(103)	(197)	–	(530)
Exchange differences	–	1	2	13	4	–	20
At 31 December 2014 and 1 January 2015	–	688	508	1,142	378	–	2,716
Depreciation charge for the year	–	645	460	280	122	–	1,507
Impairment loss	–	–	783	–	–	–	783
Disposals	–	–	(60)	–	(2)	–	(62)
Exchange differences	–	5	38	9	5	–	57
At 31 December 2015	–	1,338	1,729	1,431	503	–	5,001
Net carrying value							
At 31 December 2014	4,749	19,679	4,372	747	606	549	30,702
At 31 December 2015	5,025	19,721	4,210	627	576	322	30,481

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Assets held under finance leases

During the financial year, the Group acquired plant and equipment with an aggregate cost of $149,000 (2014: $216,000) by means of finance leases.

At 31 December 2015, the Group had plant and equipment and motor vehicles amounting to $502,000 (2014: $512,000) and $334,000 (2014: $461,000) respectively which were held under finance leases.

Leased assets are pledged as security for the related finance lease liabilities.

The cash outflow on the acquisition of property, plant and equipment during the year, excluding finance lease financing, amounted to $1,045,000 (2014: $10,229,000).

Assets pledged as security

In addition to assets held under finance lease, the Group's freehold land and building and leasehold building with a carrying amount of $24,746,000 (2014: $24,428,000) and plant and equipment with a carrying amount of $2,241,000 (2014: $2,252,000) are mortgaged to secure the Group's bank loans (Note 28).

Particulars of properties held by the Group as at 31 December 2015 are as follows:

Location	Description	Tenure (years)	Effect from
52 Tuas Avenue 9, Singapore 639193	One 2-storey office building with a single storey warehouse attached and one 2-storey warehouse with mezzanine floor built on land area of 11,633 square meters	Leasehold of 30 years	September 2012
Lot No. 458, No. 459 and No. 460, Mukim 12, Tempat Kampung Gurun, Daerah Sekerang Petai Selatan, Penang	One 1-storey factory building with 2-storey training room, locker room, hostel, canteen, water pump room and 1-storey guardhouse attached, built on land area of 45,397 square meters	Freehold	December 2013

Impairment of assets

During the financial year, a subsidiary of the Group, Shinsei Industry Sdn Bhd ("SISB"), carried out a review of the recoverable amount of its plant and machinery which are used in the steel manufacturing business. An impairment loss of $783,000 (2014: $Nil), representing write-down of these plant and machinery to the recoverable amount, was recognised in "Other operating expenses" (Note 7) line item of the consolidated income statement for the financial year ended 31 December 2015. The recoverable amount of the plant and machinery was estimated based on its value in use calculation using cash flow projections from the financial budgets approved by senior management.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

The calculations of value-in-use for the plant and machinery are most sensitive to the following assumptions:

Sales forecast	Based on historical sales volume, adjusted for future plans for the subsidiary.
Long term growth rate	Based on published industry research and do not exceed the long term average growth rate for the industry. The long term growth rate used is 3.2%.
Pre-tax discount rate	Representing current market assessment of the risk specific to the investment, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flows estimates. The discount rate used is 10%.

Sensitivity to changes in assumption:

As at the financial year end, a possible change to the following estimates used in management's assessment (holding other assumptions unchanged) will increase/(decrease) the recoverable amount of the plant and machinery:

	Pre-tax discount rate		Sales volume		Long term growth rate	
	1% increase	1% decrease	3% increase	3% decrease	1% increase	1% decrease
	$'000	$'000	$'000	$'000	$'000	$'000
2015						
Increase/(decrease) recoverable amount	(2,061)	2,740	485	(526)	2,160	(1,642)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

11. PREPAID LAND RENTAL

The prepaid land rental relates to payment in advance for the land-use-rights amortised on a straight-line basis over the lease period of the lands of 50 years and is included in administrative expenses in the consolidated income statement.

	Group	
	2015	2014
	$'000	$'000
Cost		
At 1 January	378	351
Exchange differences	4	27
At 31 December	382	378
Accumulated depreciation		
At 1 January	47	37
Amortisation	7	7
Exchange difference	1	3
At 31 December	55	47
Net carrying amount	327	331
The amount to be amortised is as follows:		
Not later than one year	7	7
Later than one year but not later than five years	28	28
Later than five years	292	296
	327	331

12. GOODWILL

Goodwill acquired in a business combination is allocated to the CGU that is expected to benefit from that business combination for impairment testing purpose as follows:

	Group	
	2015	2014
	$'000	$'000
AngWei Environmental Ecological & Engineering (Shanghai) Co., Ltd and its subsidiaries ("AngWei Enviro") [(1)]	497	497

[(1)] Comprising the wastewater treatment business of ChangXing Lijiaxiang New Era Wastewater Treatment Co., Ltd ("LJX"), a subsidiary of AngWei Enviro, arising from the service concession rights granted by the PRC government as disclosed in Note 43 to the financial statements.

The recoverable amount of AngWei Enviro has been determined based on value in use calculation using cash flow projection from the financial budgets approved by management covering the remaining concession period of 25 years (2014: 26 years). The discount rate applied to the cash flow is 7% (2014: 7%).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

12. GOODWILL (CONT'D)

Key assumptions used in the value in use calculation

The calculation of value in use is most sensitive to the following assumptions:

Growth rate – The growth rate applied to the revenue for first 5 years is projected at 10% per annum, estimated based on the average values achieved in the three years preceding the start of the budget period. No growth is projected for the revenue from 6th year until the end of the concession period.

Discount rates – The discount rate calculation is based on the specific circumstances of the CGU and derived from its weighted average cost of capital ("WACC"). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the CGU is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Budgeted gross margins – Gross margins are based on results achieved in the year preceding the start of the budget period.

Sensitivity to changes in assumptions:

With regards to the assessment of value in use for AngWei Enviro, management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

13. INTANGIBLE ASSETS

	Patent rights $'000	Concession rights $'000	Technical know-how $'000	Total $'000
Group				
Cost:				
At 1 January 2014	–	11,400	400	11,800
Additions	–	1,316	–	1,316
Disposals	–	(1)	–	(1)
Exchange differences	–	947	31	978
At 31 December 2014 and 1 January 2015	–	13,662	431	14,093
Additions	3,732	2,149	–	5,881
Exchange differences	–	128	5	133
At 31 December 2015	3,732	15,939	436	20,107
Accumulated amortisation:				
At 1 January 2014	–	1,482	280	1,762
Amortisation	–	433	41	474
Exchange differences	–	135	24	159
At 31 December 2014 and 1 January 2015	–	2,050	345	2,395
Amortisation	339	497	44	880
Exchange differences	–	17	4	21
At 31 December 2015	339	2,564	393	3,296
Carrying amount:				
At 31 December 2014	–	11,612	86	11,698
At 31 December 2015	3,393	13,375	43	16,811

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

13. INTANGIBLE ASSETS (CONT'D)

	Patent rights $'000
Company	
Cost:	
At 31 December 2014 and 1 January 2015	–
Additions	3,732
At 31 December 2015	3,732
Accumulated amortisation:	
At 31 December 2014 and 1 January 2015	–
Amortisation	339
At 31 December 2015	339
Carrying amount:	
At 31 December 2015	3,393

Patent Rights

The patent rights relate to purchase of the rights to use the Biological Tickling Filter patent in relation to rural wastewaster treatment. The cost of the patent rights consists of a base consideration and contingent consideration, as follows:

– first consideration payment of $1,491,000; and

– subsequent deferred consideration payables of $2,242,000 (Note 27) where the amount and timing of payment is determined based on the profit projections of a joint venture.

The rights are amortised on a straight-line basis over the remaining contractual life of 11 years, from the date of purchase of such rights until 31 March 2026.

The carrying amount of the Company's intangible assets is wholly made up of the carrying amount of the patent rights.

Concession rights

The Group has service concession rights from and obligation to certain governing bodies and agencies in the PRC to construct and operate wastewater treatment plants in Lijiaxiang Town, Zhicheng Town, Lincheng Town and Wushan Town, Zhejiang Province in the PRC for pre-determined periods. These concession rights are for periods of 30 to 50 years.

The cost of the concession rights which is amortised on a straight-line basis over the concession period from the commencement of the operations of each respective plant is charged to cost of sales in the income statement. Concession rights have an estimated remaining useful life of 21 to 44 years (2014: 22 to 45 years) at the end of the financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

13. INTANGIBLE ASSETS (CONT'D)

Technical know-how

This refers to technical know-how for the treatment of industrial wastewater paid by a subsidiary. The cost of the technical know-how is amortised on a straight-line basis over 10 years commencing from the date of completion of the wastewater treatment plant and is charged to administrative expenses in the consolidated income statement. Technical know-how has an estimated remaining useful life of 1 year (2014: 2 years) as at the end of the financial year.

Cash outflow on acquisition of intangible assets

The cash outflow on the acquisition of intangible assets during the year amounted to $3,639,000 (2014: $1,316,000), where the contingent consideration for the purchase of the patent rights would be payable in future.

14. INVESTMENT IN SUBSIDIARIES

	Company	
	2015	2014
	$'000	$'000
Unquoted equity shares, at cost	27,087	26,540
Less: impairment losses	(1,421)	(1,221)
	25,666	25,319

(a) Composition of the Group

The Group has the following investment in subsidiaries:

Name of subsidiary	Country of incorporation	Principal activities	Proportion of ownership interest 2015 %	Proportion of ownership interest 2014 %
Held by the Company				
AnnAik & Partners (S) Pte Ltd ("AA Partners") (2)	Singapore	Investment holding	65	65
Anxon Eco Holdings Pte Ltd ("Anxon Eco") (2)	Singapore	Investment holding	100	100
Anxon Engineering Pte Ltd (1)	Singapore	Designing, contracting and management of engineering projects	100	100
Anxon Environmental Pte Ltd ("Anxon Enviro") (2)	Singapore	Investment holding	100	100
Wesco Steel Pte Ltd ("Wesco") (2)	Singapore	Marketing and sale of steel related products	70	70
Anxon Envirotech Pte Ltd ("Anxon Envirotech") (2)	Singapore	Investment holding	100	100
Ann Aik Pte Ltd (1)	Singapore	Marketing and sale of steel related products	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

14. INVESTMENT IN SUBSIDIARIES (CONT'D)

(a) Composition of the Group (cont'd)

Name of subsidiary	Country of incorporation	Principal activities	Proportion of ownership interest 2015 %	2014 %
Held by the Company (cont'd)				
Pioneer Environmental Technology Pte Ltd (2)	Singapore	Development of environmental technologies and environmental engineering	51	51
Shinsei Holdings Pte Ltd ("SHPL") (1)	Singapore	Investment holding	92	92
Ichinose Emico Valves (S) Pte Ltd ("Ichinose") (2)	Singapore	Marketing and sale of steel related products	50	50
Metal Wang Pte Ltd ("MWPL") (1)	Singapore	Wholesale of metals and metal ores	60	60
Held through AA Partners				
AnnAik Pipes & Fittings (Shanghai) Co., Ltd (3)	PRC	Marketing and sale of steel related products and provision of import and export agency services	65	65
Held through Anxon Enviro				
AngWei Enviro (3)	PRC	Owning and management of wastewater treatment plants	60	60
ChangXing AngWei Environmental & Ecological Engineering Co., Ltd. ("ChangXing AW") (3)	PRC	Owning and management of wastewater treatment plants	60	60
Held through Anxon Eco				
ChangXing LinSheng Wastewater Treatment Co., Ltd ("CX LinSheng") (3)	PRC	Owning and management of wastewater treatment plant	88	88
Held through CX LinSheng				
ChangXing Wusheng Wastewater Treatment Co., Ltd (3)	PRC	Owning and management of wastewater treatment plant	88	88
Held by the SHPL				
Shinsei Industry Sdn. Bhd. ("SISB") (4)	Malaysia	Production of steel flanges and related products	92	92

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

14. INVESTMENT IN SUBSIDIARIES (CONT'D)

(a) Composition of the Group (cont'd)

Name of subsidiary	Country of incorporation	Principal activities	Proportion of ownership interest 2015 %	2014 %
Held by the AngWei Enviro				
ChangXing Lijiaxiang New Era Wastewater Treatment Co., Ltd ("LJX") (3)	PRC	Owning and management of wastewater treatment plant	60	60

(1) Audited by Ernst & Young LLP, Singapore.
(2) Audited by another firm of auditors, Ecovis Assurance LLP.
(3) Audited by Ecovis Assurance LLP, Singapore, for the purpose of inclusion of the entities' results into the Group's consolidated financial statements.
(4) Audited by Ernst & Young LLP, Penang, Malaysia.

(b) Increase of paid-up registered share capital of subsidiaries for the financial year ended 31 December 2015

In 2015, the Company increased the paid-up registered capital of Wesco and Ichinose through capital injection of $210,000 and $337,000 respectively, in cash. The capital contributions from the non-controlling interests amounted to $427,000.

There was no change in the Group's ownership interest in the above-mentioned subsidiaries.

(c) Increase of additional interest in a subsidiary for the financial year ended 31 December 2014

On 1 April 2014, the Company increased the paid-up registered capital of SHPL through capital injection of $3,187,500 in cash. As a result, the Company's shareholding in SHPL increased from 75% to 92% and correspondingly, the shareholding of the non-controlling interests of SHPL was diluted from 25% to 8%. This has resulted in premium on purchase of non-controlling interests of $77,430, which has been recognised in the Group's retained earnings.

Subsequent to the above-mentioned dilution, the Company and the non-controlling shareholder injected additional investments of $3,875,000 and $337,000 into the subsidiary respectively, in proportion to their ownership interests.

(d) Incorporation of a 60% owned subsidiary for the financial year ended 31 December 2014

In 2014, the Company has incorporated a 60% owned subsidiary, Metal Wang Pte Ltd with a start-up capital of $300,000. Another $200,000 was contributed by non-controlling interests.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

14. INVESTMENT IN SUBSIDIARIES (CONT'D)

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

The Group has the following subsidiaries that have non-controlling interests that are material to the Group.

Name of subsidiary	Principal place of business	Proportion of ownership interest held by NCI %	Profit/(loss) allocated to NCI during the reporting period $'000	Accumulated NCI at the end of reporting period $'000
31 December 2015:				
ChangXing AW	PRC	40	131	1,828
LJX	PRC	40	239	1,392
MWPL	Singapore	40	(30)	256
SISB	Malaysia	8	(234)	423
31 December 2014:				
ChangXing AW	PRC	40	44	1,680
LJX	PRC	40	199	1,143
MWPL	Singapore	40	54	268
SISB	Malaysia	8	(103)	622

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

Summarised balance sheets

	ChangXing AW		LJX		MWPL		SISB	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Current								
Assets	960	774	1,426	1,028	1,995	4,586	6,901	7,188
Liabilities	(1,214)	(1,266)	(2,792)	(1,763)	(1,359)	(3,916)	(8,844)	(6,201)
Net current assets/ (liabilities)	(254)	(492)	(1,366)	(735)	636	670	(1,943)	987
Non-current								
Assets	5,518	5,404	6,182	4,518	3	1	13,656	13,626
Liabilities	(694)	(712)	(1,337)	(926)	–	–	(6,421)	(6,844)
Net non-current assets	4,824	4,692	4,845	3,592	3	1	7,235	6,782
Net assets	4,570	4,200	3,479	2,857	639	671	5,292	7,769

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

14. INVESTMENT IN SUBSIDIARIES (CONT'D)

(e) *Interest in subsidiaries with material non-controlling interests (cont'd)*

Summarised statement of comprehensive income

	ChangXing AW		LJX		MWPL		SISB	
	2015	2014	2015	2014	2015	2014	2015	2014
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Revenue	1,688	1,480	3,714	2,184	11,585	4,730	6,699	2,190
Profit/(loss) before tax	441	176	782	672	(82)	142	(2,929)	(985)
Tax expense	(112)	(67)	(185)	(175)	6	(7)	–	–
Profit/(loss) after tax, representing total comprehensive income	329	109	597	497	(76)	135	(2,929)	(985)

Other summarised information

	ChangXing AW		LJX		MWPL		SISB	
	2015	2014	2015	2014	2015	2014	2015	2014
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Net cash flows from operations	211	359	463	486	909	3,212	1,198	(7,398)
Acquisition of significant property, plant and equipment	61	1	–	7	3	1	393	8,808

(f) *Impairment testing of investment in subsidiaries*

During the financial year, management has performed an impairment test for the Company's investment in certain subsidiaries based on the net assets of the subsidiaries. As a result, the Company has made an impairment loss of $200,000 (2014: $927,000) for the year ended 31 December 2015 to write down the carrying amounts of the investment in subsidiaries to its recoverable amounts.

15. INVESTMENT IN AN ASSOCIATE

	Group	
	2015	2014
	$'000	$'000
Unquoted equity, shares, at cost	1,392	1,392
Share of post-acquisition profits	1,420	1,192
	2,812	2,584
Exchange differences	214	187
Net carrying amount	3,026	2,771

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

15. INVESTMENT IN AN ASSOCIATE (CONT'D)

The investment in an associate does not have published price quotation.

The details of the investment in an associate are summarised below:

Name of associate	Country of incorporation	Principal activities	Proportion of ownership 2015 %	Proportion of ownership 2014 %
Held through Anxon Enviro				
Shuanglin (Huzhou) Wastewater Treatment Co., Ltd ("Shuanglin") [(1)]	PRC	Owning and management of wastewater treatment plant	42	42

(1) Audited by Ecovis Assurance LLP, Singapore, for the purpose of inclusion of the entity's results into the Group's consolidated financial statements.

The summarised financial information in respect of Shuanglin based on its FRS financial statements and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	Group 2015 $'000	Group 2014 $'000
Summarised balance sheet		
Current assets	4,114	2,170
Non-current assets	7,125	6,696
Total assets	11,239	8,866
Current liabilities	3,874	2,077
Non-current liabilities	160	192
Total liabilities	4,034	2,269
Net assets	7,205	6,597
Proportion of the Group's ownership	42%	42%
Group's share of net assets	3,026	2,771

Summarised statement of comprehensive income

	Group 2015 $'000	Group 2014 $'000
Revenue	4,283	1,704
Profit after tax	543	371
Other comprehensive income	65	445

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

16. INVESTMENT IN A JOINT VENTURE

	Group 2015 $'000	Group 2014 $'000
Unquoted equity, shares, at cost	1,097	–
Share of results	636	–
Net carrying amount	1,733	–

In 2015, the Company's wholly-owned subsidiary, Anxon Envirotech, had entered into an equity joint venture agreement with Shanghai Xingyu Environmental Science and Technology Co., Ltd. ("Xingyu"), to incorporate a joint venture, namely Shanghai Onway Development Co., Ltd. ("Shanghai Onway") to carry out rural wastewater treatment business in the PRC.

The details of the investment in a joint venture are summarised below:

Name of joint venture	Country of incorporation	Principal activities	Proportion of ownership 2015 %	Proportion of ownership 2014 %
Held through Anxon Envirotech				
Shanghai Onway Environmental Development Co Ltd ("Shanghai Onway") (1)	PRC	Provision of equipment in rural wastewater treatment	51	–
Held through Shanghai Onway				
ZheJiang XinYu Environmental Technology Pte Ltd (1)	PRC	Provision of equipment in rural wastewater treatment	51	–

(1) Audited by Ecovis Assurance LLP, Singapore, for the purpose of inclusion of the entity's results into the Group's consolidated financial statements.

The summarised financial information in respect of the joint venture based on its FRS consolidated financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	Group 2015 $'000	Group 2014 $'000
Summarised balance sheet		
Current assets	7,990	–
Non-current assets	69	–
Total assets	8,059	–
Current liabilities	4,660	–
Non-current liabilities	–	–
Total liabilities	4,660	–
Net assets	3,399	–
Proportion of the Group's ownership	51%	–
Group's share of net assets	1,733	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

16. INVESTMENT IN A JOINT VENTURE (CONT'D)

Summarised statement of comprehensive income

	Group	
	2015	2014
	$'000	$'000
Revenue	5,509	–
Profit after tax	1,247	–
Other comprehensive income	–*	–

*Amount is insignificant.

17. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Group and Company	
	2015	2014
	$'000	$'000
Unquoted equity security, at cost	5,667	5,667
Less: Impairment loss	(2,200)	–
	3,467	5,667

This relates to the Company's 17.6% equity interest in an unquoted investment which is incorporated in Singapore and is engaged in property development activities in the PRC. During the financial year, the Group has recognised an impairment loss of $2,200,000 (2014: $Nil) to write down the carrying amount of the unquoted investment to its recoverable amount, estimated based on the net assets of the investment and adjusted for the fair valuation of the development properties undertaken by the investment in China. The fair valuation was carried out by a reputable real estate valuer as at 31 December 2015.

18. CLUB MEMBERSHIP

	Group and Company	
	2015	2014
	$'000	$'000
Club membership, at cost (indefinite life)	190	190

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

19. REFUNDABLE DEPOSITS

These are funds deposited with the respective town governments in the Changxing County, Zhejiang Province, PRC to secure the rights to use the allocated lands for an agreed period to build and operate wastewater treatment plants under build-operate-transfer ("BOT") contracts over a period of 30 years. These funds deposited are not expected to be refundable to the Group within the next twelve months.

20. INVENTORIES

	Group	
	2015	2014
	$'000	$'000
Balance sheet:		
Raw materials	1,545	2,338
Work-in-progress	1,649	2,545
Finished goods	24,229	27,636
	27,423	32,519
Income statement:		
Inventories recognised as an expense in cost of sales	39,174	34,856
Inclusive of the following charge/(credit):		
– Inventories written-down	622	150
– Allowance for/(reversal of allowance for) slow moving inventories	119	(20)

Inventories are stated after allowance for inventory obsolescence of $811,000 (2014: $692,000).

Movement in allowance account at end of the year:

	Group	
	2015	2014
	$'000	$'000
At beginning of the year	692	712
Allowance made during the year	119	–
Write-back of allowance during the year	–	(20)
At the end of the year	811	692

In the previous financial year, the allowance for slow moving inventories was written back when the related inventories were sold above their carrying amounts in 2014.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

21. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Current:				
Trade				
Trade receivables	13,531	13,529	–	–
Less: Allowance for doubtful debts	(480)	(117)	–	–
	13,051	13,412	–	–
Non-trade				
Other receivables	2,072	2,001	6	3
GST receivables	16	183	–	–
Advances to suppliers	286	561	4	4
Amounts due from related parties	1,155	1,493	587	1,538
Refundable deposits	514	834	–	–
Less: Allowance for doubtful debts	(239)	–	–	–
	16,855	18,484	597	1,545
Non-current:				
Non-trade				
Amounts due from related parties	–	5,468	–	5,468
Other receivables	5,468	–	5,468	–
Sale proceeds from disposal of available-for-sale assets (Note 25)	1,505	–	1,505	–
	6,973	5,468	6,973	5,468
Total trade and other receivables	23,828	23,952	7,570	7,013

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 150 days' terms. They are recognised at their original amounts which represent their fair values on initial recognition.

At the end of the reporting period, trade receivables that are insured by trade credit insurance underwritten by a reputable insurer in Singapore amounted to $3,570,000 (2014: $3,495,000).

Related party balances

The current amounts due from related parties comprising:

- Secured loans to related parties of $498,000 (2014: $1,200,000). Such loans bear interest at 10% (2014: 10%) per annum, are to be settled in cash and secured by a charge of shares in a partially-owned subsidiary. Such loans have been settled by the related parties subsequent to the end of the reporting period.

- Unsecured loans to related parties of $657,000 (2014: $293,000). Such loans bear interests ranging from 2% to 8% (2014: 2%) per annum and are to be settled in cash.

At the end of the previous financial period, the non-current amounts due from related parties were receivable from Shinsei Company (S) Pte. Ltd. ("Shinsei Singapore") and Both-Well Holdings (S) Pte Ltd ("Both-Well Singapore"). These investments have been fully disposed in March 2015 (Note 25) and accordingly, the outstanding balances were reclassified to "Other receivables" on the consolidated balance sheet at the end of the current financial period. These balances are non-trade related and secured by corporate guarantee of Both-Well Fittings Co., Ltd. Taiwan repayable on 30 June 2018 are to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

21. TRADE AND OTHER RECEIVABLES (CONT'D)

Receivables that are past due but not impaired

The Group has trade receivables amounting to $7,361,000 (2014: $6,729,000) that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	Group	
	2015	2014
	$'000	$'000
Trade receivables past due:		
Lesser than 30 days	3,185	2,442
30 to 60 days	2,180	2,038
61 to 90 days	557	951
More than 90 days	1,439	1,298
	7,361	6,729

Trade receivables that are impaired

The Group's trade receivables that are impaired at the end of the reporting period and the movements of the allowance account used to record the impairment are as follows:

	Group Individually impaired	
	2015	2014
	$'000	$'000
Trade receivables-nominal amount	480	117
Allowance for impairment	(480)	(117)
	–	–

Movement in the allowance account:

	Group	
	2015	2014
	$'000	$'000
At 1 January	117	124
Charge/(write back) for the year, net	373	(13)
Exchange differences	(10)	6
At 31 December	480	117

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancement.

At the end of the reporting period, the Group has provided an allowance of $373,000 (2014: $100,000) for the impairment of doubtful receivables subsequent to a debt recovery assessment carried out during the year.

In the previous year, there was a write back of allowance of $113,000 previously recognised for a customer upon recovery of the debt during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

21. TRADE AND OTHER RECEIVABLES (CONT'D)

Other receivables that are impaired

Movement in the allowance account:

	Group	
	2015	2014
	$'000	$'000
At 1 January	–	–
Charge for the year	239	–
At 31 December	239	–

Trade receivables and other receivables denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
United States dollars:				
– Trade receivables	2,777	2,252	–	–
– Other receivables	314	471	–	–

22. FINANCE DERIVATIVE ASSETS

	Group			
	2015		2014	
	Contract/ Notional amount	Assets	Contract/ Notional amount	Assets
	$'000	$'000	$'000	$'000
Non-current:				
Interest rate swaps	9,179	81	–	–
Current:				
Forward currency contracts	709	5	–	–

Forward currency contracts are used to hedge foreign currency risk arising from the Group's sales and purchases denominated in USD for which firm commitments existed at the end of the reporting period, extending to January 2016.

The interest rate swaps receive floating interest equal to SIBOR + 1.5% p.a., pay a fixed rate of interest of range from 3% p.a. to 3.45% p.a. and mature on 23 January 2019 and 29 March 2020.

During the financial year, the fair value gain of $86,000 (2014: $Nil) has been recognised under the "Other income" line item in the consolidated income statement.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

23. AMOUNTS DUE FROM SUBSIDIARIES AND AN ASSOCIATE

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
Current:				
Amounts due from subsidiaries	–	–	13,001	6,115
Amount due from an associate	518	567	–	–
	518	567	13,001	6,115
Non-current:				
Amounts due from subsidiaries	–	–	8,116	7,848

The current amounts due from subsidiaries and an associate are non-trade related, unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

The non-current amounts due from subsidiaries are non-trade related, unsecured, interest-free, to be settled in cash and not expected to be repaid within the next financial year.

Amounts due from subsidiaries and an associate denominated in foreign currencies are as follows:

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
United States dollars	–	–	8,666	6,844

Amounts due to subsidiaries and a joint venture

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
Current:				
Amounts due to subsidiaries	–	–	572	191
Amount due to a joint venture	850	–	–	–
	850	–	572	191

The amounts due to subsidiaries and a joint venture are non-trade, unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

24. CASH AND BANK BALANCES

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
Cash and bank balances	5,966	7,288	2,032	1,526
Less: Bank overdrafts (Note 28)	(196)	(318)	–	–
Cash and cash equivalents in the consolidated cash flow statement	5,770	6,970	2,032	1,526

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

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

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
United States dollars	453	1,312	124	327
Euro	136	5	–	–

25. ASSETS CLASSIFIED AS HELD FOR SALE

On 30 November 2014, the Company entered into a Share Sale and Purchase Agreement ("SSPA") to sell its remaining equity interest in its available for sales financial assets, namely Shinsei Company (S) Pte. Ltd. ("Shinsei Singapore") and Both-Well Holdings (S) Pte Ltd ("Both-Well Singapore"), for purchase consideration of $2,294,000 and $2,221,000, respectively. The disposal of Shinsei Singapore and Both-Well Singapore was completed on 4 March 2015, upon satisfaction of all the precedent conditions to complete the share sales.

The decision was made so as to enable the Company to make more efficient use of the funds for the operations of the Company's core business, the repayment of outstanding loans and borrowings, and also to undertake new investment opportunities in the Company's profitable businesses that may arise in the future.

In the previous financial year, immediately before classification as assets held for sale, management has recognised an impairment loss of $400,000 to write down the carrying amount of the investments to fair value less costs to sell, based on the purchase consideration stipulated in the above-mentioned Sale and Purchase Agreements. The amount was included as part of "Other operating expenses" in the consolidated income statement.

In accordance with the SSPA above-mentioned, the parties agreed that the purchase consideration of $4,515,000 to be settled over 3 equal annual instalments, commencing from January 2015, 2016 and 2017. During the current financial period, the Group has received sale proceeds amounting to $3,010,000 and the remaining amount of $1,505,000 is contractually and expected to be received in January 2017 (Note 21). This amount was secured by corporate guarantee of Both-Well Steel Fittings Co., Ltd, Taiwan.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

26. TRADE PAYABLES

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
Trade payables – third parties	2,360	2,193	–	–
Amount owing to a related company	632	199	–	–
	2,992	2,392	–	–

The credit period for purchases of goods ranges from 2 to 3 months (2014: 2 to 3 months). No interest is payable by the Group and the Company on trade payables.

The amount owing to a related company is trade related, unsecured, non-interest bearing, repayable on demand and is to be settled in cash.

Trade payables denominated in foreign currency at 31 December are as follows:

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
United States dollars	1,633	884	–	–

27. OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
Non-current:				
Deferred consideration payable (Note 13)	2,101	–	2,101	–
Current:				
Accrued expenses	1,288	1,325	283	151
Accrued directors' fees	186	186	186	186
Deferred consideration payable (Note 13)	298	–	298	–
Deposits and advances from customers	274	87	–	–
Deferred income	19	–	–	–
GST payables	124	–	–	–
Other payables	2,466	2,289	115	60
	4,655	3,887	882	397
Total other payables and accruals	6,756	3,887	2,983	397

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

27. OTHER PAYABLES AND ACCRUALS (CONT'D)

Deferred consideration payable

As part of the assignment agreement with the previous owner of Biological Tickling Filter patent, a purchase consideration comprising a first consideration and subsequent deferred consideration payable have been agreed on for the rights to use the patent. The first consideration has been paid during the financial year ended 31 December 2015.

The deferred consideration shall be paid to the previous owner annually, computed based on a percentage over projected profits of the rural wastewater operation. The deferred consideration is capped at RMB13,000,000 or $2,861,000 equivalent and is carried at net present value based on discount rate of 7% amounting to $2,242,000.

Movement in the deferred consideration payable:

	Group and Company	
	2015	2014
	$'000	$'000
At assignment date	2,242	–
Accretion of interests (Note 6)	157	–
At 31 December	2,399	–

Other payables and accruals, including the contingent consideration payable, denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
United States dollars	70	21	–	–
Renminbi	2,403	84	2,399	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

28. LOANS AND BORROWINGS

		Group		Company	
		2015	2014	2015	2014
	Note	$'000	$'000	$'000	$'000
Current:					
Bank loans:					
– Revolving SGD loan facilities	(a)	2,500	3,639	–	–
– Secured SGD Term Loans	(b)	455	977	–	–
– RMB Term Loans	(c)	575	832	–	–
– Unsecured SGD loan facilities	(d)	3,500	–	3,500	–
– Secured USD Term Loans	(e)	2,860	823	–	–
		9,890	6,271	3,500	–
Other loans and borrowings:					
Government loan		327	–	–	–
Bank overdrafts		196	318	–	–
Bills payables – for trade purpose		8,483	19,237	–	–
Finance lease obligations		223	305	–	–
		19,119	26,131	3,500	–
Non-current:					
Bank loans:					
– Secured SGD Term Loans	(b)	9,900	10,047	–	–
– Unsecured SGD loan facilities	(d)	1,500	–	1,500	–
– Secured USD Term Loans	(e)	6,379	6,789	–	–
		17,779	16,836	1,500	–
Other loans and borrowings:					
Government loan		436	–	–	–
Finance lease obligations		135	251	–	–
		18,350	17,087	1,500	–
Total loans and borrowings		37,469	43,218	5,000	–

Bank loans:

The Group has the following outstanding bank loans:

(a) Revolving SGD loan facilities of $2,500,000 (2014: $3,639,000) granted by several banks to a subsidiary. The loans are secured by a corporate guarantee from the holding company. The loans bear interests ranging from 2.43% to 3.55% (2014: 1.70% to 3.15%) per annum.

(b) Secured SGD term loans of $10,355,000 (2014: $10,655,000) undertaken by a subsidiary to finance the expansion of its 2-storey industrial warehouse cum office at 52 Tuas Avenue 9, Singapore 639193. The loan bears interest at 1.5% (2014: 1.5%) per annum above bank swap rate and is repayable in equal instalments over 20 years from the date of draw down.

(c) A subsidiary's bank loan of RMB2,641,000 or $575,000 equivalent (2014: RMB3,861,000 or $832,000 equivalent). The loan is secured by a corporate guarantee from the holding company, bears fixed interest at 5.90% (2014: 7.55%) per annum and is repayable over 4 years starting from January 2014. It is callable at the option of the lenders and as such, has been classified as current liabilities on the consolidated balance sheet.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

28. LOANS AND BORROWINGS (CONT'D)

Bank loans: (cont'd)

(d) Unsecured SGD loan facilities comprising:

- Revolving SGD loan facilities of $3,000,000 drawn down in 2015. The loan bears interest at 1.75% per annum over the bank cost of fund or swap offer rate as determined by the bank whichever is higher. The loan is to be repaid over 2 yearly instalments due in April 2016 and April 2017 respectively.

- Revolving SGD loan facilities of $2,000,000 drawn down in 2015. The loan bears interest ranging from 1.50% to 1.75% per annum over the bank cost of fund. It is callable at the option of the lenders and as such, has been classified as current liabilities on the consolidated balance sheet.

(e) Secured USD Term Loans comprising:

- Property loan of US$4,269,000 or $6,039,000 equivalent (2014: US$4,523,000 or $5,984,000 equivalent) undertaken by a subsidiary to finance the purchase a piece of vacant land for the construction of a factory building in Pulau Pinang, Malaysia. The loan bears interest at 1.75% (2014: 1.75%) per annum above bank cost of funds and is repayable in 39 quarterly instalments from date of draw down and 1 final balloon instalment;

- Working capital loan of US$862,000 or $1,219,000 equivalent (2014: USD 1,231,000 or $1,628,000) undertaken by a subsidiary to purchase machineries and equipment used in the manufacturing business. The loan bears interest at 2.08% (2014: 1.75%) per annum above bank cost of fund and is repayable in 20 quarterly principal instalments and 1 final instalment over its tenure of 5 years commencing from date of draw down; and

- Revolving loans of US$1,400,000 or S$1,981,000 (2014: $Nil), which bears interest at 2.35% (2014: Nil) per annum and secured by a corporate guarantee from the holding company.

Government loan

This relates to a government loan of RMB3,500,000 or $762,000 equivalent granted to a subsidiary of the Group to finance the construction of the wastewater plant. The loan is unsecured, non-interest bearing and repayable in the following manners:

- RMB1,500,000 or $327,000 equivalent one year from October 2015, being the completion of the construction of the wastewater plant; and

- Remaining loan of RMB2,000,000 or $436,000 equivalent in the following year.

Bank overdrafts

Bank overdrafts are repayable on demand and bear interest at 6.50% (2014: 5.75%) per annum.

The Company provides corporate guarantees to banks in respect of the bank overdrafts amounting to $196,000 (2014: $318,000) drawn down by a subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

28. LOANS AND BORROWINGS (CONT'D)

Finance lease obligations

Future minimum lease payments under finance lease together with the present value of the net minimum lease payment are as follows:

	Group			
	Minimum lease payments		Present value of minimum lease payments	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
Amounts payable under finance leases:				
- Within one year	232	319	223	305
- In the second to fifth year inclusive	140	260	135	251
	372	579	358	556
Less: Future finance charges	(14)	(23)	–	–
Present value of lease obligations	358	556	358	556
Less: Amount due to be paid within 12 months			(223)	(305)
Amount due to be paid after 12 months			135	251

The Group leases certain of its plant and equipment under finance leases. The period of these finance leases ranges from 2 to 5 years (2014: 2 to 7 years). For the year ended 31 December 2015, the average effective interest rate in respect of these finance leases ranges from 1.15% to 4.78% (2014: 1.15% to 4.30%) per annum. Lease terms do not contain restrictions, concerning dividends, additional debts or further leasing. All leases are on fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The fair value of the Group's lease obligations approximates their carrying amounts.

Bills payables

Bills payables are repayable between 3 to 6 months from the date the bills are first issued. The carrying amounts of the bills payables approximate their fair value due to the short-term maturity. During the year ended 31 December 2015, the bills payables carry interests at rates ranging from 1.57% to 3.58% (2014: 1.51% to 3.13%) per annum.

The Company provides corporate guarantees to banks in respect of the bills payables amounting to $8,483,000 (2014: $19,237,000) owing by subsidiaries.

Bills payables denominated in foreign currency as at 31 December are as follows:

	Group	
	2015	2014
	$'000	$'000
United States dollars	209	–

Undrawn committed borrowing facilities

As at 31 December 2015, the Group has available undrawn committed borrowing facilities of $12,335,000 (2014: $21,411,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

28. LOANS AND BORROWINGS (CONT'D)

Effective interest rates

	Effective interest rate	
	2015	2014
	%	%
Bank loans:		
– Revolving SGD loan facilities	2.43% - 3.55%	1.70% - 3.15%
– Secured SGD Term Loans	1.53%	1.53%
– RMB Term Loans	5.9%	5.9%
– Unsecured SGD loan facilities	3.18% - 4.40%	–
– Secured USD Term Loans	1.04% - 9.95%	1.04% - 9.95%
Other loans and borrowings:		
Bank overdrafts	6.5%	5.75%
Bills payables – for trade purpose	1.57% - 3.58%	1.51% - 3.13%
Finance lease obligations	1.15% - 4.78%	1.15% - 4.30%

29. GOVERNMENT GRANTS

These are grants received from the government of the PRC for the improvements and upgrading of the wastewater treatment plants built and operated by the Group. These grants will be recognised in the income statement on a systematic basis over respective the concession periods of 30 to 50 years.

	Group	
	2015	2014
	$'000	$'000
At 1 January	2,155	2,072
Less: Amortisation of government grant	(79)	(74)
Exchange differences	24	157
At 31 December	2,100	2,155

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

30. DEFERRED TAX ASSETS/(LIABILITIES)

Deferred income tax as at 31 December relates to the following:

	Group			
	Balance sheet		Net change in income statement	
	2015	2014	2015	2014
	$'000	$'000	$'000	$'000
Deferred tax liabilities:				
Undistributed earnings of an associate and joint venture	106	–	106	–
Unrealised profits [1]	283	257	6	5
Exchange differences	3	20		
	392	277		
Deferred tax assets:				
Unutilised tax losses	–	23	23	57
	–	23		
Deferred income tax expense (Note 8)			135	62

[1] Amount includes construction service income which will only be subjected to tax in future years.

<u>Unrecognised temporary differences relating to investments in subsidiaries</u>

At the end of the reporting period, no deferred tax liability (2014: Nil) has been recognised for taxes that would be payable on the undistributed earnings of certain of the Group's subsidiaries as the Group has determined that undistributed earnings of its subsidiaries will not be distributed in the foreseeable future.

Such temporary differences for which no deferred tax liability has been recognised aggregate to $4,447,000 (2014: $3,190,000). The deferred tax liability is estimated to be approximately $222,000 (2014: $160,000).

31. SHARE CAPITAL

	Group and Company			
	No. of ordinary shares			
	2015	2014	2015	2014
	'000	'000	$'000	$'000
Issued and paid-up:				
At 1 January and at 31 December	248,973	248,973	36,131	36,131

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 restriction. The ordinary shares have no par value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

32. CURRENCY TRANSLATION RESERVE

The currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

	Group	
	2015	2014
	$'000	$'000
At 1 January	608	(291)
Net effect of exchange differences arising from translation of financial statements of foreign operations	534	899
At 31 December	1,142	608

33. RESERVE FUND

Under the present laws and regulations in the PRC, every company incorporated in PRC is required to make appropriations calculated at 10% of its profit after income tax from the retained earnings to the reserve fund every year until the accumulated balance in the reserve fund reaches 50% of the registered capital of that company. Further, every company in PRC is also required to make appropriations at the rates determined by its board of directors from its retained earnings to the enterprise expansion fund every year.

The reserve fund may be used to cover losses incurred by the PRC companies and to increase its capital for the expansion of its production capacity. The enterprise expansion fund may be used to increase the capital of the company subject to approval from the relevant government authorities.

For the financial years ended 31 December 2015 and 2014, there was no appropriation of profit after income tax from the retained earnings to the reserve fund.

34. SHARE OPTION RESERVE

	Group and Company	
	2015	2014
	$'000	$'000
At 1 January	1,216	900
- Forfeited during the year	(42)	(44)
- Amortisation of share-based expense	311	360
At 31 December	1,485	1,216

Equity-settled share option schemes

The Company has two share option schemes for its non-executive directors and qualifying employees including directors. The schemes are administered by the Remuneration Committee which has the discretion to fix the exercise price for the options at a discount not exceeding 20% to the average of the closing price of the Company's shares for the last three trading days prior to the date of the grant ("average market price").

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

34. SHARE OPTION RESERVE (CONT'D)

(a) Market price options

Options with subscription prices which are equal to the market price (the "Market price options") granted to employees may be exercised one year after the date of grant and would expire (i) ten years after such date of grant if granted to an executive director or employee, and (ii) five years after such date of grant if granted to a non-executive director.

(b) Discounted options

Options with subscription prices which represent a discount to the market price (the "Discounted options") may be exercised two years after the date of grant and would expire (i) ten years after such date of grant if granted to an executive director or employee, and (ii) five years after such date of grant if granted to a non-executive director.

There have been no cancellation or modification to the share option plan during both 2015 and 2014.

Movement of share options during the financial year

The following table illustrates the number and weighted average exercise prices ("WAEP") of, and movements in, share options during the financial year:

	Group and Company			
	2015		2014	
	No. of share options	WAEP $	No. of share options	WAEP $
Outstanding at 1 January	20,452,000	0.128	21,057,000	0.128
– Forfeited	(648,000)	0.091	(605,000)	0.109
Outstanding at 31 December	19,804,000	0.129	20,452,000	0.128
Exercisable at 31 December	19,804,000	0.129	7,584,000	0.209

- No share options were exercised during the year.
- There are no options granted during the financial year ended 31 December 2015 and 2014.
- The options outstanding at the end of the year have a weighted average remaining contractual life of 5.27 years (2014: 6.28 years).
- The range of exercise prices for options outstanding at the end of the year was $0.083 to $0.280 (2014: $0.083 to $0.280).
- Share-based payment expense amounting to $311,000 (2014: $360,000) was recognised during the financial year ended 31 December 2015.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

35. DIVIDENDS

	Group and Company	
	2015	2014
	$'000	$'000
Declared and paid during the year:		
Dividends on ordinary shares:		
- Final exempt (one-tier) dividend for 2014: 0.2 cent (2013: 0.1 cent) per share	498	249
Proposed but not recognised as liability as at 31 December:		
Dividends on ordinary shares, subject to shareholders' approval at AGM:		
- Final exempt (one-tier) dividend for 2015: Nil (2014: 0.2 cent) per share	–	498

36. RELATED PARTIES TRANSACTIONS

(a) Sales and purchases of goods and services

In addition to the 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 financial year:

	Group	
	2015	2014
	$'000	$'000
Engage of legal services from a firm related to a director	8	171

Sales of goods to related parties were made at the Group's usual list prices. Purchases were made at market price discounted to reflect the quantity of goods purchased.

A subsidiary of the Group has entered into a contract with Lee Bon Leong & Co., a firm of which one of the independent directors is the Senior Partner of the firm, for the provision of legal services for the arbitration proceedings (Note 5). The amounts outstanding are unsecured and will be settled in cash.

(b) Compensation of directors and key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	Group	
	2015	2014
	$'000	$'000
Short-term employee benefits	2,495	1,940
Central Provident Fund contributions	153	121
Directors' fees	186	186
Share-based payments	146	212
	2,980	2,459

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

36. RELATED PARTIES TRANSACTIONS (CONT'D)

(b) Compensation of directors and key management personnel (cont'd)

The remuneration of directors and other members of key management during the year was as follows (cont'd):

	Group	
	2015	2014
	$'000	$'000
Comprise amounts paid to:		
– Directors of the Company	1,543	1,688
– Other key management personnel	1,437	771
	2,980	2,459

The remuneration of directors and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

<u>Directors' interests in employee share options</u>

At the end of the reporting period, the total number of outstanding share options granted by the Company to the above-mentioned directors under the share options plan amount to 12,573,000 (2014: 12,573,000).

37. OPERATING LEASE COMMITMENT – AS LESSEE

The Group has entered into commercial property leases on certain properties and land rental. The lease has an average tenure of between 1 and 27 years (2014: 1 and 28 years) with no renewal option or contingent rent provision included in the contracts. The Group is restricted from subleasing the leased properties and leasehold lands to third parties.

Minimum lease payments recognised as an expense in profit or loss for the financial year ended 31 December 2015 amounted to $431,000 (2014: $475,000).

Future minimum rental payable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2015	2014
	$'000	$'000
Not later than one year	551	550
Later than one year but not later than five years	1,488	960
Later than five years	4,997	5,737
	7,036	7,247

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

38. CAPITAL COMMITMENTS

Capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2015	2014
	$'000	$'000
Capital commitments in respect of new warehouse and office premises	–	2,428

39. SEGMENT INFORMATION

The following segment information is prepared based on the nature of the principal activities of the Company and its subsidiaries. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. They are segregated primarily into four reporting segments; i.e. distribution of stainless steel piping products; manufacturing of steel flanges; engineering construction of piping process system and environmental business. Except as indicated above, no operating segments have been aggregated to form the above reportable segments.

Group financing (including finance costs and finance income) and income taxes are managed on a group basis and are not allocated to operating segments. Transfer pricing between operating segments are on an arms' length basis in the manner similar to transactions with third parties.

Segment revenue and results are the operating revenue and results as reported in the Group's income statement that are directly attributable to a segment and can be allocated on a reasonable basis to that segment.

Segment assets include all operating assets used by a segment and consist principally of trade receivables, inventories and property, plant and equipment. Capital expenditure includes the total cost incurred to acquire property, plant and equipment and intangible asset which are directly attributable to the segment. Segment liabilities include all operating liabilities and consist principally of trade payables and accruals.

Income from associate and joint venture is allocated to each segment on the basis they are specifically attributable to that segment, and correspondingly the investment in an associate are included as segment assets of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

39. SEGMENT INFORMATION (CONT'D)

(a) Business segments

	Distribution		Manufacturing of steel flanges		Engineering construction		Environmental business		Elimination			Consolidation	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014		2015	2014
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	Note	$'000	$'000
Revenue													
External revenue	42,576	40,338	3,599	886	–	3,004	6,896	4,814	–	–		53,071	49,042
Inter-segment revenue	3,288	2,275	4,747	1,432	–	–	–	–	(8,035)	(3,707)	A	–	–
Total revenue	45,864	42,613	8,346	2,318	–	3,004	6,896	4,814	(8,035)	(3,707)		53,071	49,042
Result													
Segment results	(4,348)	1,513	(2,923)	(1,134)	(35)	2,787	722	959	1,177	(2,193)	B	(5,407)	1,932
Share of results of an associate	–	–	–	–	–	–	228	156	–	–		228	156
Share of results of a joint venture	–	–	–	–	–	–	636	–	–	–		636	–
Interest income	–	–	–	–	–	–	–	–	–	–		295	105
Finance costs												(1,331)	(685)
Profit before tax												(5,579)	1,508
Income tax												(436)	(715)
Profit for the year												(6,015)	793

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

39. SEGMENT INFORMATION (CONT'D)

(a) *Business segments (cont'd)*

	Distribution		Manufacturing of steel flanges		Engineering construction		Environmental business		Elimination			Consolidation	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014		2015	2014
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	Note	$'000	$'000
Assets													
Segment assets	69,162	79,381	20,498	20,632	94	1,033	21,010	18,250	–	–		110,764	119,296
Investment in an associate	–	–	–	–	–	–	3,026	2,771	–	–		3,026	2,771
Investment in a joint venture	–	–	–	–	–	–	1,733	–	–	–		1,733	–
Consolidated total assets												115,523	122,067
Liabilities													
Segment liabilities	14,364	19,049	2,434	4,999	15	504	5,526	4,703	–	–		22,339	29,255
Bank loans	18,051	14,663	9,239	7,612	–	–	1,338	832	–	–		28,628	23,107
Consolidated total liabilities												50,967	52,362
Other information													
Depreciation and amortisation	1,272	838	455	159	30	30	637	519	–	–		2,394	1,546
Capital expenditure	4,297	1,198	393	8,808	–	–	2,385	1,755	–	–		7,075	11,761
Other non-cash expenses	2,901	355	626	(118)	165	(25)	58	124	–	–		3,750	336

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

39. SEGMENT INFORMATION (CONT'D)

(a) Business segments (cont'd)

Notes Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements.

A Inter-segment revenues are eliminated on consolidation.

B The following items are deducted from segment profits to arrive at "(loss)/profit before tax" presented in the consolidated income statement:

	2015 $'000	2014 $'000
Profit from inter-segment sales	(43)	(71)
Unallocated corporate expenses	1,220	(2,122)
	1,177	(2,193)

(b) Geographical information

The Group's operations are located in Singapore, Malaysia and the PRC. The Group's engineering construction and the distribution of steel products divisions are in Singapore while the Group's manufacturing of steel flanges is in Malaysia and environmental business divisions are based in Singapore and the PRC.

The following table provides an analysis of the Group's revenue by geographical markets, irrespective of the origin of the goods or services:

	Group	
	2015 $'000	2014 $'000
By geographical markets:		
Singapore	24,080	26,921
Malaysia	5,779	8,101
PRC	6,362	4,592
Denmark	3,572	2,476
India	3,500	–
Russia	1,879	2,653
Indonesia	1,974	2,255
Vietnam	2,099	1,149
Others [(1)]	3,826	895
	53,071	49,042

(1) Others mainly comprise USA, Australia, Netherlands, Japan, Thailand and Taiwan, which individually do not contribute more than 10% of the Group's revenue.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

39. SEGMENT INFORMATION (CONT'D)

(b) Geographical information (cont'd)

The following is an analysis of the non-current assets by geographical area in which the assets are located:

	Non-current assets	
	2015	2014
	$'000	$'000
Singapore	34,587	31,102
Malaysia	16,270	13,535
PRC	13,657	13,627
	64,514	58,264

Non-current assets information presented above consists of property, plant and equipment, prepaid land rental, goodwill, intangible assets, investment in an associate and a joint venture, available-for-sale financial assets, club membership, refundable deposits, other receivables, financial derivative assets, amount due from an associate and deferred tax assets as presented in the consolidated balance sheet.

40. 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 credit risk, liquidity risk, foreign currency risk and interest rate risk. The Board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Chief Executive Officer and Executive Director. 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 derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

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

(a) 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 credit risk is primarily attributable to its trade and other receivables. Before accepting any new customer, credit evaluation is performed by the Company's credit review committee on a regular basis and generally do not require any collateral. The credit limit and credit amount granted to customers are reviewed once a year based on current creditworthiness and the past collection history of each customer. Where appropriate, the Group enters into a credit protection scheme with a financial institution.

For other financial assets (including cash and bank balances), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

Concentration risk

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are related entities. Concentration of credit risk is limited due to the customer base being large and unrelated. The credit risk on liquid funds is limited because the Group places its cash with reputable financial institutions.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) Credit risk (cont'd)

Exposure to credit risk

The extent of the Group's credit exposure is represented by the aggregate carrying amount of cash and bank balances, trade and other receivables and amounts due from an associate and amount due from related parties.

The maximum amount the Company could be forced to settle under corporate guarantee contracts to the banks in respect of facilities extended to its subsidiaries is $32,111,000 (2014: $42,661,000).

Information regarding credit enhancements for trade and other receivables is disclosed in Note 21.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables (net) at the balance sheet date is as follows:

	2015		2014	
	$'000	% of total	$'000	% of total
By country:				
Singapore	7,853	60%	6,226	46%
Malaysia	1,333	10%	1,949	15%
PRC	1,417	11%	1,307	10%
Others	2,448	19%	3,930	29%
	13,051	100%	13,412	100%

At the balance sheet date, approximately 0.36% (2014: 0.64%) of the Group's trade receivables were due from related parties. There were no customers who represented more than 5% of the total balance of trade receivables.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and bank balances that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 21.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) *Liquidity risk*

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group aims to maintain committed bank facilities prudently in excess of its estimated gross borrowing requirements.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the balance sheet date based on contractual undiscounted repayment obligations.

	2015				2014			
	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000
Group								
Financial assets:								
Trade and other receivables [1]	16,553	6,973	–	23,526	17,740	–	–	17,740
Amount due from related parties	–	–	–	–	–	5,468	–	5,468
Financial derivative assets (net-settled)	5	81	–	86	–	–	–	–
Refundable deposits	–	–	935	935	–	–	924	924
Amount due from subsidiaries and associate	518	–	–	518	567	–	–	567
Cash and bank balances	5,966	–	–	5,966	7,288	–	–	7,288
Total undiscounted financial assets	23,042	7,054	935	31,031	25,595	5,468	924	31,987
Financial liabilities:								
Trade and other payables [2]	7,230	1,841	562	9,633	6,231	–	–	6,231
Finance leases	232	140	–	372	319	260	–	579
Amount due to subsidiaries and a joint venture	850	–	–	850	–	–	–	–
Loans and borrowings	18,738	7,231	13,721	39,690	25,817	5,305	14,306	45,428
Bank overdrafts	196	–	–	196	318	–	–	318
Total undiscounted financial liabilities	27,246	9,212	14,283	50,741	32,685	5,565	14,306	52,556
Total net undiscounted liabilities	(4,204)	(2,158)	(13,348)	(19,710)	(7,090)	(97)	(13,382)	(20,569)

(1) Exclude GST receivables and advances to suppliers.

(2) Exclude GST payables, advances from customers and deferred income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) Liquidity risk (cont'd)

	2015				2014			
	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000
Company								
Financial assets:								
Trade and other receivables [1]	593	6,973	–	7,566	1,541	–	–	1,541
Amount due from related companies	–	–	–	–	–	5,468	–	5,468
Amount due from subsidiaries and associate	13,001	8,116	–	21,117	6,115	7,848	–	13,963
Cash and bank balances	2,032	–	–	2,032	1,526	–	–	1,526
Total undiscounted financial assets	15,626	15,089	–	30,715	9,182	13,316	–	22,498
Financial liabilities:								
Loans and borrowings	3,500	1,549	–	5,049	–	–	–	–
Trade and other payables	882	1,841	562	3,285	397	–	–	397
Amount due to subsidiaries and a joint venture	572	–	–	572	191	–	–	191
Total undiscounted financial liabilities	4,954	3,390	562	8,906	588	–	–	588
Total net undiscounted financial assets/ (liabilities)	10,672	11,699	(562)	21,809	8,594	13,316	–	21,910

[1] Exclude advances to suppliers.

The table below shows the contractual expiry by maturity of the Company's contingent liabilities and commitments. The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantee could be called.

	2015				2014			
	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000
Company								
Financial guarantees	15,396	5,934	10,781	32,111	25,825	4,915	11,921	42,661

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) Foreign currency risk

The Group transacts business in various foreign currencies and therefore is exposed to foreign exchange risk. The Group's foreign currency exposures arise mainly from the exchange rate movements of the United States dollar against the Singapore dollar. To the extent possible, sales and purchases which are denominated in United States dollar provide natural hedges. The remaining foreign currency exposure is considered limited.

It is the Group's policy not to enter into forward contracts until a firm commitment is in place. It is the Group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise the economic hedge.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the USD (against SGD), with all other variables held constant, of the Group's profit net of tax.

		2015 Profit net of tax $'000	2014 Profit net of tax $'000
Group			
USD/SGD	- strengthened 10% (2014:10%)	135	260
	- weakened 10% (2014:10%)	(135)	(260)
Company			
USD/SGD	- strengthened 10% (2014:10%)	730	595
	- weakened 10% (2014:10%)	(730)	(595)

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from their loans and borrowings. All of the Group's financial liabilities at floating rates are contractually re-priced at intervals of less than 6 months (2014: less than 6 months) from the end of the reporting period. The Group's policy is to manage interest cost using a mix of fixed and floating rate debts. The Group's policy is to keep 40% to 70% (2014: 40% to 70%) of its loans and borrowings at fixed rates of interest.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if SGD interest rates had been 20 (2014: 20) basis points lower/higher with all other variables held constant, the Group's profit before tax would have been $150,000 (2014: $73,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility as in prior years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

41. FAIR VALUES OF ASSETS AND LIABILITIES

(a) Fair value hierarchy

The Group categories fair value measurements using a fair value hierarchy that is dependent on the valuation input 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 that 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.

There have been no transfers from Level 1 and Level 2 to Level 3 during the financial year ended 31 December 2015 and 2014.

(b) Assets and liabilities measured at fair value

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

	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)	Total
2015				
Group				
Assets measured at fair value				
Finance assets:				
<u>Financial derivative assets:</u>				
– Forward currency contracts	–	81	–	81
– Interest rate swaps	–	5	–	5
Financial assets as at 31 December 2015	–	86	–	86
2014				
Group and Company				
Assets measured at fair value				
Non-financial assets:				
Assets classified as held for sale	–	–	4,486	4,486

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

41. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(c) Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Finance derivative assets

Forward currently contracts and interest rate swaps are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, interest rate curves and forward rate curve.

(d) Level 3 fair value measurements

Assets classified as held for sale

Assets classified as held for sale with a carrying amount of $4,886,000 were written down to their fair value less cost to sell of $4,486,000, resulting in an impairment loss of $400,000, which was included as part of "Other operating expenses" in the consolidation income statement for the financial year ended 31 December 2014. The fair value was determined based on the purchase consideration of the shares as stipulated in the SSPA (Note 25).

Valuation policies and procedures

The Group's Finance Director, who is assisted by the financial controller and the finance manager (collectively, referred to as the "Finance Team"), oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures. In this regard, the Finance Team reports to the Group's Audit Committee.

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts to perform the valuation. The Finance Team is responsible for selecting and engaging valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies, and FRS 113 fair value measurement guidance.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs used in the valuations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

41. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(e) Assets and liabilities not carried at fair value but for which fair value is disclosed

The following table shows an analysis of the Group's assets and liabilities not measured at fair value but for which fair value is disclosed:

	Group				Company			
	2015		2014		2015		2014	
	Carrying value $'000	Fair value $'000	Carrying value $'000	Fair value $'000	Carrying value $'000	Fair value $'000	Carrying value $'000	Fair value $'000
Assets:								
Unquoted equity, at cost (Note 17)	3,467	*	5,667	*	3,467	*	5,667	*
Other receivables/ Amounts due from related parties (Note 21)	5,468	5,887##	5,468	6,064##	5,468	5,887##	5,468	6,064#
Amounts due from subsidiaries (Note 23)	–	–	–	–	8,116	#	7,848	#
Liabilities:								
Deferred consideration payable (Note 27)	2,399	2,399**	–	–	2,399	2,399**	–	–

* Unquoted equity, at cost

Fair value information has not been disclosed for the Group's investments in unquoted equity security carried at cost because fair value cannot be measured reliably, the investment is not quoted in any market and do not have any comparable industry peers that are listed.

\# Amounts due from subsidiaries (non-current)

It is not practical to estimate the fair value of the non-current amounts due from subsidiaries as the amounts are not repayable within a year and have no fixed repayment terms. Hence, the timing of future cash flows cannot be estimated reliably.

** Deferred consideration payable

The fair value, determined using significant unobservable inputs (level 3), is estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the end of the reporting period. The fair value is similar to the carrying amount as the current market rate does not differ significantly from the intrinsic rate of the deferred consideration payable.

\## Other receivables/amounts due from related parties (non-current)

The fair value, determined using significant unobservable inputs (level 3), is estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

42. FINANCIAL INSTRUMENTS BY CATEGORY

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

	Note	Fair value through profit or loss $'000	Available-for-sale $'000	Loans and receivables $'000	Liabilities at amortised cost $'000	Total $'000
Group						
2015						
Assets:						
Available-for-sale financial assets	17	–	3,467	–	–	3,467
Refundable deposits	19	–	–	935	–	935
Trade and other receivables (1)	21	–	–	23,526	–	23,526
Financial derivative assets	25	86	–	–	–	86
Amount due from an associate	23	–	–	518	–	518
Cash and bank balances	24	–	–	5,966	–	5,966
Total		86	3,467	30,945	–	34,498
Liabilities:						
Trade payables	26	–	–	–	2,992	2,992
Other payables and accruals (2)	27	–	–	–	6,339	6,339
Amount due to a joint venture	23	–	–	–	850	850
Loans and borrowings	28	–	–	–	37,469	37,469
		–	–	–	47,650	47,650
2014						
Assets:						
Available-for-sale financial assets	17	–	5,667	–	–	5,667
Refundable deposits	19	–	–	924	–	924
Trade and other receivables	21	–	–	23,208	–	23,208
Amount due from an associate	23	–	–	567	–	567
Cash and bank balances	24	–	–	7,288	–	7,288
Total		–	5,667	31,987	–	37,654
Liabilities:						
Trade payables	26	–	–	–	2,392	2,392
Other payables and accruals (2)	27	–	–	–	3,800	3,800
Loans and borrowings	28	–	–	–	43,218	43,218
		–	–	–	49,410	49,410

(1) Exclude GST receivables and advances to suppliers.

(2) Exclude GST payables, advances from customers and deferred income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

42. FINANCIAL INSTRUMENTS BY CATEGORY (CONT'D)

	Note	Available-for-sale $'000	Loans and receivables $'000	Liabilities at amortised cost $'000	Total $'000
Company					
2015					
Assets:					
Available-for-sale financial assets	17	3,467	–	–	3,467
Trade and other receivables [1]	21	–	7,566	–	7,566
Amounts due from subsidiaries	23	–	21,117	–	21,117
Cash and bank balances	24	–	2,032	–	2,032
Total		3,467	30,715	–	34,182
Liabilities:					
Other payables and accruals	27	–	–	2,983	2,983
Loans and borrowings	28	–	–	5,000	5,000
		–	–	7,983	7,983
2014					
Assets:					
Available-for-sale financial assets	17	5,667	–	–	5,667
Trade and other receivables [1]	21	–	7,009	–	7,009
Amounts due from subsidiaries	23	–	13,963	–	13,963
Cash and bank balances	24	–	1,526	–	1,526
Total		5,667	22,498	–	28,165
Liabilities:					
Other payables and accruals	27	–	–	397	397

[1] Exclude GST receivables.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

43. SERVICE CONCESSION ARRANGEMENTS

The Group has entered into several service concession arrangements within certain governing bodies and agencies of the PRC government to construct and operate wastewater treatment plants.

	Construction revenue $'000	Operating income of water/ wastewater treatment plants $'000	Total service concession revenue $'000
Group			
For financial year ended 31 December 2015	2,149	4,175	6,324
For financial year ended 31 December 2014	1,316	3,276	4,592

The revenue recognised in relation to construction represents the fair value of the construction services provided in constructing the wastewater treatment plants.

The details of service concession arrangements are as follows:

Name of subsidiary	Plant type	Type and period of concession
ChangXing AW	Wastewater treatment plant	Build-Operate-Transfer ("BOT"), 30 years
LJX	Wastewater treatment plant	BOT, 30 years
CX LinSheng	Wastewater treatment plant	BOT, 50 years
CX WuSheng	Wastewater treatment plant	BOT, 50 years

The subsidiaries are required to hand back these respective plants and other related facilities under the BOT arrangements to the respective local municipal government body/agency at the end of the respective concession periods without any consideration.

Subject to the approval of the local municipal government, the various concession arrangements allow for tariff adjustment based on the increases in key operating costs, overall adjustment of water tariff rates in the region where the plants operate, and the government policies regarding the management of water resources.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

44. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern, while maximising the return to stockholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt which includes borrowings as disclosed in Notes 28 and equity attributable to equity holders of the Company, comprising issued capital and reserves as disclosed in Notes 31 to 34.

Management reviews the capital structure of the Company on a yearly basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital. The management also ensures that the Group maintains the capital requirements and complies with the financial covenants within the range imposed by various banks for the borrowings extended to the Group.

The Group's overall strategy for 2015 has remained unchanged from 2014.

The Group monitors capital based on gearing ratio which is total liabilities divided by total equity. At 31 December 2015, total liabilities and total equity are $50,967,000 (2014: $52,362,000) and $64,556,000 (2014: $69,705,000) respectively. The Group seeks to maintain a balance between higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. At 31 December 2015, the Group's gearing ratio was 0.79 (2014: 0.75).

45. EVENTS OCCURRING AFTER THE REPORTING PERIOD

Incorporation of a joint venture

On 29 January 2016, a 51%-owned subsidiary of the Group, Pioneer Environmental Technology Pte Ltd, has incorporated a joint venture company in China with registered share capital of RMB1,000,000, namely Suzhou Pioneer Environmental Technology Pte Ltd, together with 3 other individuals.

The Group has effective equity interest of 35.7% in the joint venture, which equals to RMB357,000 or $78,000 equivalent in the share capital of the joint venture at incorporation. The principal activities of Suzhou Pioneer are that of carrying out environmental engineering services.

46. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the year ended 31 December 2015 were authorised for issue in accordance with a resolution of the directors on 31 March 2016.

STATISTICS OF SHAREHOLDINGS

AS AT 16 MARCH 2016

SHAREHOLDERS' INFORMATION AS AT 16 MARCH 2016

Number of Equity Securities	:	248,973,000
Class of Equity Securities	:	Ordinary Shares
Voting Rights	:	One vote per share

There is no treasury share held in the Company.

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholding	No. of Shareholders	%	No. of Shares	%
1 - 99	8	0.56	231	0.00
100 - 1,000	36	2.51	22,900	0.01
1,001 - 10,000	405	28.30	2,824,119	1.13
10,001 - 1,000,000	952	66.53	73,841,496	29.66
1,000,001 AND ABOVE	30	2.10	172,284,254	69.20
Total	**1,431**	**100.00**	**248,973,000**	**100.00**

DISTRIBUTION OF SHAREHOLDINGS

(As recorded in the Register of Substantial Shareholders)

	Direct Interest	%	Indirect Interest	%
Ow Chin Seng*	69,894,258	28.07	8,274,924	3.32
Low Kheng*	8,274,924	3.32	69,894,258	28.07

* Ow Chin Seng and Low Kheng are husband and wife.

STATISTICS OF SHAREHOLDINGS

AS AT 16 MARCH 2016

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1.	OW CHIN SENG	43,894,258	17.63
2.	HONG LEONG FINANCE NOMINEES PTE LTD	35,922,000	14.43
3.	MAYBANK KIM ENG SECURITIES PTE LTD	15,456,800	6.21
4.	BANK OF SINGAPORE NOMINEES PTE LTD	9,801,000	3.94
5.	LOW KHENG	8,274,924	3.32
6.	LEE TECK LEONG	6,438,800	2.59
7.	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	4,291,400	1.72
8.	SEOW ZI-HUA	3,562,000	1.43
9.	PHILLIP SECURITIES PTE LTD	3,452,400	1.39
10.	CHEW KIT LENG	3,330,646	1.34
11.	DBS NOMINEES (PRIVATE) LIMITED	3,308,400	1.33
12.	KUAH POH BENG	2,958,000	1.19
13.	TAN ONG HUAT	2,921,700	1.17
14.	KWEK GEOK YONG	2,516,072	1.01
15.	PHUA SIN YEE	2,448,000	0.98
16.	CITIBANK NOMINEES SINGAPORE PTE LTD	2,375,400	0.95
17.	EE KIM CHUAN @ YEE KIM CHUAN	2,229,200	0.90
18.	KWA CHING TZE	2,060,000	0.83
19.	PEH CHOON CHIEH (BAI JUNJIE)	1,966,409	0.79
20.	NG THENG LOCK	1,962,309	0.79
	Total	**159,169,718**	**63.94**

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

Approximately 65% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

NOTICE OF ANNUAL GENERAL MEETING

ANNAIK LIMITED
(Company Registration No. 197702066M) / (Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of AnnAik Limited (the "**Company**") will be held at 52 Tuas Avenue 9, Singapore 639193 on 28 April 2016 at 10.00 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 and the Group for the year ended 31 December 2015 together with the Auditors' Report thereon.

   (Resolution 1)

2. To re-elect the following Directors of the Company who retire pursuant to Regulation 115 of the Constitution of the Company:-

   Mr Koh Beng Leong **(Resolution 2)**
   Dr Yang Guo Ying **(Resolution 3)**
   Mr Lee Bon Leong **(Resolution 4)**

   Mr Lee Bon Leong will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and as member of the Remuneration and Audit Committee and will be considered independent.

3. To approve the payment of Directors' fees of S$186,000 for the year ended 31 December 2015 (FY2014: S$186,000)

   (Resolution 5)

4. 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 6)

5. To transact any other ordinary business which may properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without any modifications, the following resolutions as Ordinary Resolutions:-

6. **Authority to issue new shares**

   That pursuant to Section 161 of the Companies Act, Chapter 50 (the "**Companies 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

ANNAIK LIMITED
(Company Registration No. 197702066M) / (Incorporated in the Republic of Singapore)

(the "**Share Issue Mandate**")

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) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments 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 in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued 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 the Instruments or 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;

(3) in exercising the Share Issue Mandate 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

(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(Resolution 7)

[See Explanatory Note (i)]

7. **Authority to grant options and issue shares under the AnnAik Employee Share Option Scheme 2013**

That pursuant to Section 161 of the Companies Act, Chapter 50, the Directors of the Company be authorised and empowered to offer and grant options under the AnnAik Employee Share Option Scheme 2013 (the "**Scheme**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of share options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(Resolution 8)

[See Explanatory Note (ii)]

NOTICE OF ANNUAL GENERAL MEETING

ANNAIK LIMITED
(Company Registration No. 197702066M) / (Incorporated in the Republic of Singapore)

8. **Renewal of Share Buy-back Mandate**

That approval be and is hereby given:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 and the Listing Manual of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:-

(i) on-market purchases ("**Market Purchases**") transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for such purpose; and/or

(ii) off-market purchases ("**Off-Market Purchases**") effected pursuant to any equal access scheme(s) as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, Chapter 50,

and otherwise be in accordance with all other laws, the Listing Manual of the SGX-ST and other regulations and rules of the SGX-ST,

(the "**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:-

(i) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or

(ii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Company in a general meeting, or

(iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; and

(c) the Directors of the Company and/or any of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give effect to this Resolution.

In this Resolution:-

"**Maximum Limit**" means that number of Shares representing 10% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period (as defined below), effected a reduction of its share capital in accordance with the applicable provisions under the Companies Act, Chapter 50, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the capital reduction. Any of the Shares held by the Company as treasury shares shall be disregarded for purposes of computing the 10% limit;

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the price paid per Share which does not exceed 105% of the average of the closing market prices of the Shares over the last 5 Market Days, on which transactions in the Shares were recorded, before the day on which the purchases are made and deemed to be adjusted for any corporate action which occurs after the relevant 5-day period.

NOTICE OF ANNUAL GENERAL MEETING

ANNAIK LIMITED
(Company Registration No. 197702066M) / (Incorporated in the Republic of Singapore)

The Maximum Price shall apply to both Market Purchases and Off-Market Purchases and shall exclude brokerage fees, commission, stamp duties payable, applicable goods and services tax, clearance fees and other related expenses; and

"**Relevant Period**" means the period commencing from the date on which the Annual General Meeting of the Company at which this Resolution is passed is held and expiring on the date the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier, after the date of the passing of this Resolution.

(Resolution 9)

[See Explanatory Note (iii)]

By Order of the Board

Siau Kuei Lian
Company Secretary
Singapore

12 April 2016

NOTICE OF ANNUAL GENERAL MEETING

ANNAIK LIMITED
(Company Registration No. 197702066M) / (Incorporated in the Republic of Singapore)

Explanatory Notes:

(i) The Ordinary Resolution 7 in item 6 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, in total, 50% of the total number of issued shares in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

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

(ii) The Ordinary Resolution 8 in item 7 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until 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 the date which such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant options under the Scheme and to allot and issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in aggregate (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time.

(iii) The Ordinary Resolution 9 in item 8 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until 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 the date which such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to repurchase Shares by way of Market Purchases and/or Off-Market Purchases of up to 10% of the total number of Shares (excluding treasury shares) at the Maximum Price (as defined in Resolution 9). Information relating to this proposed Resolution is set out in the Appendix dated 12 April 2016 (in relation to the Renewal of Share Buy-back Mandate).

Notes:

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Annual General Meeting (the "**Meeting**") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)

3. The instrument appointing a proxy must be deposited at the registration office of the Company at 52 Tuas Avenue 9, Singapore 639193 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act, Chapter 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; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or

NOTICE OF ANNUAL GENERAL MEETING

ANNAIK LIMITED
(Company Registration No. 197702066M) / (Incorporated in the Republic of Singapore)

(c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 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.

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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

ANNAIK LIMITED
Company Registration No. 197702066M
(Incorporated In The Republic of Singapore)

IMPORTANT:
1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, ______________________________, (NRIC/Passport Number)
of ______________________________
being a member/members of AnnAik 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			

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 52 Tuas Avenue 9, Singapore 639193 on 28 April 2016 at 10.00 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:-	No. of votes 'For'	No. of votes 'Against'
	Ordinary Businesses		
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2015		
2	Re-election of Mr Koh Beng Leong as a Director		
3	Re-election of Dr Yang Guo Ying as a Director		
4	Re-election of Mr Lee Bon Leong as a Director		
5	Approval of Directors' fees amounting to S$186,000 for the financial year ended 31 December 2015		
6	Re-appointment of Messrs Ernst & Young LLP as Auditors and to authorised the Directors of the Company to fix their remuneration		
	Special Businesses		
7	Authority to issue new shares		
8	Authority to grant options and issue shares under the AnnAik Employee Share Option Scheme 2013		
9	Renewal of Share Buy-Back Mandate		

Dated this ________ day of ____________________ 2016

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

____
Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

*Delete where inapplicable

IMPORTANT: PLEASE READ NOTES ON THE REVERSE

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 81SF of the Securities and Futures Act, Chapter 289 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 (other than a Relevant Intermediary*), entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

3. Where a member (other than a Relevant Intermediary*) 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.

4. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).

5. Subject to note 9, 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 the registered office of the Company at 52 Tuas Avenue 9, Singapore 639193 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 authorized 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 authorized. 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.

8. A corporation which is a member may authorize 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, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

9. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

* A Relevant Intermediary is:-

(a) a banking corporation licensed under the Banking Act, Chapter 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; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 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.

Personal Data Privacy:

By 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 12 April 2016.

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.

Corporate Directory

Board of Directors

Mr. Ow Chin Seng, PBM
Executive Chairman cum CEO

Mr. Ng Kim Keang
Mr. Koh Beng Leong
Dr. Yang Guo Ying
Mr. Ow Eei Meng Benjamin
Executive Directors

Mr. Daniel Lin Wei
Non-Executive Director

Mr. Ang Mong Seng, BBM
Mr. Lee Bon Leong, BBM, JP
Dr. Choong Chow Siong
Independent Directors

Corporate Information

Audit Committee
Dr. Choong Chow Siong Chairman

Mr. Lee Bon Leong, BBM, JP
Mr. Ang Mong Seng, BBM

Nominating Committee
Mr. Lee Bon Leong, BBM, JP
Chairman

Dr. Choong Chow Siong
Mr. Ang Mong Seng, BBM
Mr. Ow Chin Seng, PBM

Remuneration Committee
Mr. Ang Mong Seng, BBM Chairman

Mr. Lee Bon Leong, BBM, JP
Dr. Choong Chow Siong

Management Team

Distribution Division
Mdm. Low Kheng
Head of Distribution (Operations)
– Singapore

Mr. Peh Choon Chieh
Acting General Manager (Operations) –
Singapore

Mr. Loke Siew Meng
Senior Sales Manager – Singapore

Mr. Alex Kuah
General Manager of a subsidiary
– Singapore

Mr. Terence Sim
General Manager of a subsidiary
– Singapore

Mr. Steve Cheong
General Manager of a subsidiary
– Singapore

Manufacturing Division
Mr. Lim Khan Choon
Deputy General Manager
– Penang, Malaysia

Environmental Technology
& Engineering Division
Dr. Qiu Jiangping
Group President
– Environmental Business – China

Company Secretary

Ms Siau Kuei Lian

Registered Office

52 Tuas Avenue 9
Singapore 639193
Tel: 65 6210 2727, 6210 2726
Fax: 65 6861 5705, 6861 6919
Email: sales@annaik.com

Share Registrar

RHT Corporate Advisory Pte. Ltd.
Six Battery Road #10-01
Singapore 049909
Tel: 65 6381 6966
Fax: 65 6381 6967
Company Registration No: 201109974W

Principal Bankers

United Overseas Bank Limited
80 Raffles Place
UOB Plaza 1
Singapore 048624

DBS Bank Ltd
12 Marina Boulevard #43-03
Marina Bay Financial Tower 3
Singapore 018982

Oversea-Chinese Banking
Corporation Limited
65 Chulia Street
#06-00, OCBC Centre East
Singapore 049514

Auditors

Ernst & Young LLP
Certified Public Accountants
(Partner: Andrew CP Tan)
Date of appointment: Appointed with
effect from 27 April 2012
One Raffles Quay
North Tower, Level 18
Singapore 048583

52 Tuas Avenue 9, Singapore 639193
T +65 6210 2727 / 6210 2726
F +65 6861 5705 / 6861 6919
Website www.annaik.com
Email sales@annaik.com

(Company Registration No. 197702066M)