

IAG Holdings Limited 官酝控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code : 8513

2022 ANNUAL REPORT

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

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors:

Mr. Phua Swee Hoe (*Chairman of the Board and chief executive officer*)

Mr. Li Chun Fung

(appointed on 30 June 2022)

Ms. Wu Haiyan

Ms. Ng Hong Kiew

(resigned on 30 June 2022)

Non-executive Director:

Mr. Tay Koon Chuan

Independent Non-executive Directors:

Mr. Tan Yew Bock

Dr. Cheung Ka Yue

(appointed on 30 June 2022)

Mr. Liang Qianyuan

(appointed on 31 August 2022)

Mr. Kwa Teow Huat

(resigned on 30 June 2022)

Mr. Au Chi Fung (resigned on 30 June 2022)

Ms. Huang Jiawen

(resigned on 31 August 2022)

AUDIT COMMITTEE

Dr. Cheung Ka Yue (*Chairman*)

Mr. Tan Yew Bock

Mr. Liang Qianyuan

REMUNERATION COMMITTEE

Mr. Tan Yew Bock (*Chairman*)

Mr. Phua Swee Hoe

Dr. Cheung Ka Yue

NOMINATION COMMITTEE

Mr. Phua Swee Hoe (*Chairman*)

Mr. Tan Yew Bock

Mr. Liang Qianyuan

COMPANY SECRETARY

Mr. Lau Chung Wai

AUTHORISED REPRESENTATIVES

Mr. Phua Swee Hoe

Mr. Li Chun Fung

INDEPENDENT AUDITOR

CCTH CPA Limited

Unit 1510-1517, 15th Floor, Tower 2,

Kowloon Commerce Centre,

No.51 Kwai Cheong Road,

Kwai Chung, New Territories,

Hong Kong

COMPLIANCE OFFICER

Mr. Li Chun Fung

STOCK CODE

8513

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KY1-1111

Cayman Islands

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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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To Kwa Wan, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17/F, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

PRINCIPAL BANKER

DBS Bank
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Singapore 270043

COMPANY WEBSITE

www.inzign.com

(Note: information contained in this website does not form part of this report)

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of directors ("**Directors**") of IAG Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**"), I would like to present the annual report of the Group for the year ended 31 December 2022 (the "**Relevant Period**" or the "**Reporting Period**") to you.

The year 2022 was a challenging one for our company. Despite our best efforts, we faced significant headwinds that impacted our financial results. In the financial year ended 31 December 2022 ("**FY2022**"), the Group recorded a decrease in revenue of approximately S\$5.1 million or 25.8% to approximately S\$14.7 million compared with the financial year ended 31 December 2021 ("**FY2021**"). Such decrease was mainly due to lower volume of orders from the manufacturing and sale of injection molded plastic parts for disposable medical devices and the provision of tooling services in Singapore and the manufacturing and installation of amusement machines and equipment in the People's Republic of China ("**PRC**"). As a result of the above, the Group has recorded a loss of approximately S\$3.1 million for FY2022, representing a decrease of approximately S\$4.1 million as compared to the loss of approximately \$7.2 million in FY2021.

Our businesses have been impacted by external factors, including economic uncertainty and prolonged COVID-19 pandemic. However, despite these challenges, we have continued to focus on our core values and remained committed to delivering high-quality products and services to our customers. We have also taken several cost-cutting measures and operational efficiencies to minimize the impact of the economic downturn. We are continuously exploring new opportunities and evaluating our strategies to improve our financial performance.

We understand that our shareholders place a great deal of trust in us, and we take that responsibility seriously. We are confident that with our dedicated team, strong brand reputation, and strategic initiatives, we will be able to turn our financial results around and continue to deliver value to our shareholders.

CHAIRMAN'S STATEMENT

I would like to express my sincere appreciation to our Board, for their invaluable guidance and contribution. On behalf of the Board, I would like to express my deepest gratitude to our hardworking management team and staff, for their dedication to the Group and their tenacity during these challenging times. I would also like to thank our shareholders, customers and business associates, for their continuous support to our business.

Mr. Phua Swee Hoe

Chairman and Executive Director

Singapore, 30 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in (i) the manufacturing and sale of injection molded plastic parts for disposable medical devices and the provision of tooling services in Singapore; and (ii) manufacturing and installation of amusement machines and equipment in the PRC.

For FY2022, the Group recorded a net loss of approximately S\$3.1 million as compared to the net loss of approximately S\$7.2 million for FY2021. The net loss was mainly attributable to a) decrease in revenue of approximately S\$5.1 million; and b) decrease in gross profit of approximately S\$3.1 million. This is partially off-set by the impairment losses on non-financial assets of approximately S\$7.6 million incurred in FY2021. The global economic uncertainties and prolonged COVID-19 pandemic have resulted in our customers holding back new products launches and products transitions, thus leading to a lack of orders from customers for FY2022. However, the Group continues to explore new revenue streams and business opportunities where possible.

OUTLOOK

Global markets gear up to face the impact of an economic downturn, the outlook remains uncertain on the back of weaker-than-expected global economic recovery and higher risk aversion in financial markets. The Group will remain vigilant and prudent in managing operating costs, business growth and the risk profile of our business portfolio. The Group believes that with its experience and production know-how, it is strategically well-positioned to manage its business and capitalise on opportunities which may arise in future.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately S\$5.1 million or 25.8% from approximately S\$19.8 million for FY2021 to approximately S\$14.7 million for FY2022. The decrease in revenue was mainly attributable to the manufacturing and sale of injection molded plastic parts for disposable medical devices and the provision of tooling services in Singapore and the decrease in revenue from the development, manufacturing, sales and installation of amusement machines and equipment in the PRC by approximately S\$4.3 million and S\$0.8 million respectively.

Cost of sales

The Group's cost of sales decreased by approximately S\$2.1 million or 13.3% from approximately S\$15.8 million for FY2021 to approximately S\$13.7 million for FY2022. The decrease was in line with decrease in revenue.

MANAGEMENT DISCUSSION AND ANALYSIS

Gross profit and gross profit margin

The Group's overall gross profit decreased by approximately S\$3.1 million or 77.5% from approximately S\$4.0 million for FY2021 to approximately S\$0.9 million for FY2022. The Group's overall gross profit margin has decreased from approximately 20.2% for FY2021 to gross profit margin of approximately 6.1% for FY2022. The decrease in gross profit was mainly due to the lower contribution from the manufacturing and sale of injection molded plastic parts for disposable medical devices and the provision of tooling services in Singapore and the development, manufacturing, sales and installation of amusement machines and equipment in the PRC.

Impairment losses on trade receivables and non-financial assets

The Group recorded impairment losses on trade receivables of S\$0.2 million for FY2022 while impairment losses on trade receivables and non-financial assets of S\$7.6 million was recorded in FY2021 which was mainly arising from the development, manufacturing sales and installation of amusement machines and equipment of our subsidiary in the PRC due to the expected credit loss on trade receivables and that the recoverable amount of the cash-generating unit ("CGU") is lower than the carrying amount of the non-financial assets arising from the CGU.

Selling and distribution expenses

The Group's selling and distribution expenses remained relatively stable at approximately S\$0.5 million and S\$0.6 million for FY2021 and FY2022 respectively.

Our selling and distribution expenses mainly comprise expenses for salaries and benefits paid to our sales and marketing staffs, marketing and exhibition expenses, distribution expense, advertisement and recruitment expenses.

Administrative expenses

The Group's administrative expenses remained relatively stable at approximately S\$3.2 million for FY2021 and FY2022.

Our administrative expenses mainly comprise salaries and benefits paid to our staff in the administrative function, directors' remuneration, rental and utilities expenses, legal and professional fees, travelling and transportation expenses, depreciation expenses, amortisation expenses, insurance expenses, research and development expenses and other expense items such as repair and maintenance fees, entertainment fees, telephone and bank charges.

Such decrease was primarily due to the decrease in the salaries and benefit paid for office staffs.

MANAGEMENT DISCUSSION AND ANALYSIS

Finance costs

The Group's finance costs decreased by approximately S\$96,000 or 39.8% from approximately S\$241,000 for FY2021 to approximately S\$145,000 for FY2022. The decrease was due mainly to the decrease in interest on lease and borrowings.

LIQUIDITY AND FINANCIAL RESOURCES

In FY2022, the Group financed its operations by cash flow from internally generated funds, bank borrowings and equity financing.

The current ratio, being the ratio of current assets to current liabilities, was approximately 2.4 times as at 31 December 2022 (2021: 2.2 times). The increase was mainly due to lower balances of lease liabilities and contract liabilities as at 31 December 2022. The gearing ratio, being the ratio of interest-bearing liabilities and borrowings to total equity, remained stable at approximately 0.3 times as at 31 December 2022 (2021: 0.3 times).

As at 31 December 2022 and 2021, the Group has cash and cash equivalents of approximately S\$2.3 million and S\$4.1 million, respectively, which were denominated mainly in Singapore dollars, United States dollars, Renminbi and Hong Kong dollars.

As at 31 December 2022, the Group had credit facilities from general working capital of approximately S\$2.8 million (2021: S\$2.7 million), approximately S\$2.5 million (2021: S\$2.3 million) was unutilised, and approximately S\$0.3 million (2021: S\$0.4 million) was utilised.

The Group also had lease liabilities of approximately S\$2.3 million (2021: S\$3.0 million) and borrowings of approximately S\$0.5 million (2021: S\$0.5 million) as at 31 December 2022. The Group's total borrowings amounted to approximately S\$2.8 million (2021: S\$3.5 million) as at 31 December 2022.

Lease Liabilities

The Group leases certain property, office equipment and motor vehicles from third parties. The table below sets forth the maturity profile of our lease liabilities as at 31 December 2022.

	2022 S\$'000	2021 S\$'000
Not later than 1 year	1,347	1,723
Later than 1 year but not more than 5 years	923	1,319
	<u>2,270</u>	<u>3,042</u>

Pledge of Assets

The Group did not pledge any assets as at 31 December 2022 (2021: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Commitments

The Group has no material commitments as at 31 December 2022 and 2021.

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2022.

Employee Information

As at 31 December 2022, the Group had a total of 126 employees (2021: 138). Below is a breakdown of the number of our employees by functions:

	2022	2021
Management	15	15
Finance	5	5
Sales and marketing	2	2
Operation	48	57
Quality assurance	17	19
Product development/Engineering	37	37
Human resources and administrative	2	3
	<u>126</u>	<u>138</u>

Our employees are remunerated according to their job scope and responsibilities. We have adopted a policy on affirmative actions which directs all employees of the Group to make special efforts in all areas of life and work at the Group with the intent to create a harmonious working environment for our staff. We also provide on-the-job training whilst staff are employed by the Group and offer financial support to our full-time staff who have been employed by the Group for over one year to attend courses for career development. We offer our staff remuneration that includes salary and other benefits.

Total staff costs amounted to approximately S\$4.8 million in FY2022 (FY2021: S\$5.7 million).

Significant Investment Held

Except for the investment in its subsidiaries as at 31 December 2022 and 2021, the Group did not hold any significant investment in equity interest in any other company.

Material Acquisitions and Disposal

The Group did not have any material acquisition or disposal of subsidiaries in FY2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Use of Proceeds

The net proceeds from the share offer were approximately S\$6.0 million after deducting the listing related expenses. These proceeds are intended to be applied in the manner as described in the section headed “Future Plans and Use of Proceeds” in the prospectus dated 29 December 2017.

An analysis of the net proceeds utilised up to 31 December 2022 is set out as follows:

	Planned Use of Net Proceeds S\$'000	Net Proceeds utilised as at 31 December 2021 S\$'000	Net Proceeds utilised during FY2022 S\$'000	Net Proceeds utilised as at 31 December 2022 S\$'000	Total Unused Proceeds as at 31 December 2022 S\$'000
Develop and strengthen injection moulding for microfluidics, liquid silicon rubber and sterile packaging	2,202	2,202	–	2,202	–
Improve and expand tooling capacities	650	650	–	650	–
Hire sales and marketing staff	410	410	–	410	–
Establish the new technical department	300	300	–	300	–
Upgrade information technology system	90	90	–	90	–
Increase sales and marketing services	60	60	–	60	–
General working capital	1,530	330	1,200	1,530	–
Upgrade existing manufacturing facilities	708	–	708	708	–
	<u>5,950</u>	<u>4,042</u>	<u>1,908</u>	<u>5,950</u>	<u>–</u>

On 16 June 2022, the Company completed allotting and issuing 92,000,000 new ordinary shares of par value of HK\$0.01 each in the share capital of the Company to two subscribers, namely Ms. WENG Yulin and Mr. XIE Jianlong, both of which being independent third parties of the Company, at the subscription price of HK\$0.10 per share. The market price of the ordinary shares of the Company on 27 May 2022, the date that the Company entered into the supplemental subscription agreement with Ms. WENG Yulin and Mr. XIE Jianlong, was HK\$0.102. Mr. XIE Jianlong was allotted 61,500,000 new ordinary shares of the Company and Ms. WENG Yulin was allotted 30,500,000 new ordinary shares of the Company. The net price is approximately HK\$0.099 per each new share and the total net proceeds raised was approximately HK\$9.1 million.

MANAGEMENT DISCUSSION AND ANALYSIS

A number of countries worldwide have imposed lockdown measures in response to the COVID-19 pandemic, which has resulted in disruption to the global supply chain. The Group has experienced an increase in the price of raw materials. Also, the war between Ukraine and Russia has led to higher energy and freight costs. In light of complexities in the global economic environment, it remains uncertain whether these inflationary pressures would sustain for a long period of time. In these circumstances, while the financial position of the Group remains on a solid standing, the Directors consider that it is financially prudent for the Group to strengthen its general working capital reserve through equity financing, given the uncertainty over the impact of the COVID-19 pandemic on the global economy and in light of the Group's available financial resources and liquidity needs.

The Company has applied all net proceeds from the share subscription as general working capital of the Group to support its daily operating needs and meet any future development opportunities.

Foreign Exchange Exposure

The turnover and business costs of the Group were principally denominated in Singapore Dollars and Renminbi. The Group has exposures to foreign exchange risks as a result of purchases that are denominated in currencies other than Singapore Dollars. The exposures to foreign currency risks are not significant for both financial reporting periods and no financial instrument for hedging was employed.

Subsequent Events

Up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that had come into the attention of the Directors since the end of FY2022.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Phua Swee Hoe (潘瑞河) (“**Mr. Phua**”), aged 67, is one of the founders of the Group and has been serving as a director of Inzign Pte Ltd (“**Inzign**”), a subsidiary of the Company, since May 1981. He is also a director of P.T. Inzign and Medizign Pte Ltd. He was appointed as a Director on 17 July 2017. He was redesignated as an executive Director and appointed as the chairman of our Board and chief executive officer of the Group on 25 August 2017. He is primarily responsible for the overall management, strategic direction and business development of the Group. He is also the chairman of the nomination committee and a member of the remuneration committee of our Company.

Mr. Phua completed GCE Ordinary Level in Singapore in December 1972. He holds a National Trade Certificate in metal machining issued by the Industrial Training Board Singapore in June 1974 and a certificate of apprenticeship in tool and die making, where the training was conducted by General Electric (USA) Housewares Pte Ltd.

Mr. Phua’s experience in the injection molding industry is primarily from his over 30 years after establishing Inzign. During this period, he has gained substantial experience in injection molding of component and sub-assembly parts for medical devices and has been instrumental in driving the development of the Group’s operations over the years.

Save as being the spouse of Ms. Ng Hong Kiew (黃鳳嬌) (“**Ms. Ng**”), Mr. Phua does not have any relationships with other Directors and senior management.

Mr. Li Chun Fung (李震鋒) (“**Mr. Li**”), aged 41, was appointed as an executive Director of the Company, one of our Authorised Representatives and Compliance Officer with effect from 30 June 2022. He is one of the authorised representatives of the Company and is in-charge-of compliance matters of the Company.

Mr. Li has over nine years of experience in financial advisory, accounting, corporate governance, compliance matters and business consulting. Prior to joining the Company, Mr. Li has been the company secretary of Grand Power Logistics Group Limited (stock code: 8489), a company whose shares are listed on GEM, since 20 July 2018. He has been (i) the company secretary and the financial controller since 21 April 2015 of Nan Nan Resources Enterprise Limited (stock code: 1229), a company whose share are listed on the Main Board of the Stock Exchange; and (ii) an executive director and an authorised representative since 17 September 2021.

Further, Mr. Li is the founder and the managing director of APEC Group International Limited, a company in the business of financial advisory. He was the general manager of Cheng & Cheng Limited, a professional Hong Kong based accounting firm, from June 2013 to September 2017. Mr. Li graduated from the Imperial College London (previously known as Imperial College of Science, Technology and Medicine to the University of London) with a master’s degree in chemical engineering in August 2004 and became a member of Hong Kong Institute of Certified Public Accountants since October 2014.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Wu Haiyan (鄔海燕) (“Ms. Wu”), aged 40, was appointed as an executive Director on 17 August 2020.

Ms. Wu obtained a Diploma in Secretarial Studies from the Jiangxi Normal University in July 2003.

Ms. Wu has over 16 years of experience in the sales and marketing of alcohol in the PRC. Since October 2019, she has joined 深圳御鑒酒業有限公司 (“御鑒酒業”) and since May 2020, she has become an executive director, a legal representative, a general manager and a shareholder of 御鑒酒業, holding 49% of the issued share capital of 御鑒酒業.

NON-EXECUTIVE DIRECTOR

Mr. Tay Koon Chuan (鄭琨荃) (“Mr. Tay”), aged 62, joined the Group as a director of Inzign in August 2012. He was appointed as a non-executive Director on 25 August 2017. He is primarily responsible for formulating the Group’s corporate and business strategies.

Mr. Tay obtained a bachelor’s degree of engineering from the National University of Singapore in June 1985. He further received a master of science degree in computer sciences from the University of Wisconsin-Madison in the United States and a master of business administration degree from the Nanyang Technological University in Singapore in May 1990 and July 1994, respectively.

From September 2005 to December 2016, he was employed by Fortune Capital Management Pte Ltd as its president.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tan Yew Bock (“Mr. Tan”), aged 63, was appointed as an independent non-executive Director on 19 December 2017. He is the chairman of the remuneration committee and a member of each of the audit and nomination committee of our Company.

Mr. Tan obtained a bachelor’s degree in mechanical engineering from National University of Singapore in June 1986. He further received a master in business administration degree from the Nanyang Technological University of Singapore in July 1994.

From August 1986 to May 1996, Mr. Tan worked at Microelectronic Packaging Inc, a company engaged in the business of manufacturing of electronic packaging. During his employment with Microelectronic Packaging Inc, he held various positions ranging from engineering to general management. He was responsible for designing and developing package tooling and assembly processes. From July 1996 to March 2008, he was employed by Becton Dickinson Holdings for various roles, including deputy general manager, facilities & materials manager, manufacturing manager and director. He was mainly responsible for the overall operations of critical care business. Since April 2008, he has been working as a freelance consultant to companies that are engaged in medical technology and biomedical engineering.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Dr. Cheung Ka Yue (張嘉裕) (“Dr. Cheung”), aged 50, was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 30 June 2022.

Dr. Cheung has over 20 years of experience in strategic investment, business administration and commercial developments, with profound knowledge and extensive experience in the regulatory, corporate finance, compliance and corporate governance fields.

Dr. Cheung is active in public and community service. Dr. Cheung is currently a committee member of Sha Tin District National Education Committee in Hong Kong and an adviser of Scout Association of Hong Kong New Territories East Region.

Dr. Cheung is currently an independent non-executive director of Crown International Corporation Limited (stock code: 727), shares of which are listed on the Main Board of the Stock Exchange, and an independent non-executive director of Success Dragon International Holdings Limited (stock code: 1182), shares of which are listed on the Main Board of the Stock Exchange. Dr. Cheung is also currently an executive director of Mayer Holdings Limited (stock code: 1116), shares of which are listed on the Main Board of the Stock Exchange and was its independent non-executive director from 9 November 2021 to 30 November 2021 and its non-executive director from 30 November 2021 to 26 April 2022.

Dr. Cheung is a practising member of the Hong Kong Institute of Certified Public Accountants.

Mr. Liang Qianyuan (梁乾原) (“Mr. Liang”), aged 65, was appointed as an independent non-executive Director on 31 August 2022. He is a member of the audit committee and a member of the nomination committee of the Company.

Mr. Liang has years of experience in the fields of banking and corporate advisory in the PRC. He obtained a diploma of special training programme for government and party cadre (黨政幹部專修科) from Guangdong Radio and Television University* (廣東廣播電視大學) (now known as the Open University of Guangdong) in July 1986.

Mr. Liang was appointed as a non-executive director on 25 September 2019 of Solis Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 2227), was re-designated as an executive director and chief executive officer with effect from 13 December 2019 and retired on 19 June 2020. Mr. Liang was appointed as a non-executive director on 4 July 2019 of Core Economy Investment Group Limited, the shares of which are listed on the Stock Exchange (stock code: 339) and retired on 15 June 2021. Mr. Liang was appointed as an independent non-executive director of Omnibridge Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 8462), since 16 November 2020.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. Foo Chee Wee (符致輝) (“**Mr. Foo**”), aged 57, first joined the Group in November 2005 and was promoted to operations manager on 1 February 2019. He is primarily responsible for managing and leading the production operations of Inzign. Prior to that, he was the senior manager of the sales and customer service department.

Mr. Foo completed GCE Ordinary Level in Singapore in December 1982. He also holds a diploma in mechanical engineering from Singapore Polytechnic.

Prior to joining the Group, from January 1989 to June 1990, Mr. Foo was the associate engineer in the trial molding department of Philips Singapore Pte Ltd, where he was responsible for supervising machine operators and injection molding machines. From June 1990 to October 1992, he worked as an engineer at Tonhow Industries Limited, a company engaged in the manufacturing and sale of injection molded plastic components. In October 1992, he joined Fowseng Plastics Industries Pte Ltd as a quality assurance engineer. He was later promoted to the position of production superintendent in June 1994 and served in the same position until May 1997. From May 1997 to May 2002, he worked as a material manager at Altum Precision Pte Ltd, a company which manufactures and markets die-casting and precision machining based components. From September 2003 to November 2005, he was employed as a logistics manager by Hi-P International Limited, a global manufacturer in the telecommunications, lifestyle, computing and automotive industries. From September 2007 to April 2008, he worked as a logistics/erp program manager at Fischer Tech Ltd, a specialist manufacturer of high volume precision engineering plastic components.

From November 2005 to March 2007, Mr. Foo joined the Group as material manager, during which he was responsible for production planning and control, purchasing, inventory and logistics control, vendor selection and management and communication and coordination of delivery arrangements with customers of the Group. Mr. Foo rejoined the Group in May 2008 as sales and customer service senior manager. He has since been responsible for managing customer accounts, obtaining and negotiating quotations, managing marketing activities such as organizing and participating in overseas trade shows, following up on introduction of new products, monitoring product costing, controlling annual financial budgets and reviewing and monitoring production performances.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Wong Quee Seng (黃桂成) (“Mr. Wong”), aged 53, joined the Group in July 1993. Mr. Wong is currently the toolroom manager of Inzign and is primarily responsible for the design of products, tooling quotation, schedule plan and manufacturing process.

Mr. Wong was awarded a diploma in precision engineering by Nanyang Polytechnic in Singapore in December 2003.

Mr. Wong has been employed by the Group for over 20 years. He joined Inzign as a trainee machinist in July 1993, during which he was responsible for operating CNC milling, surface grinding machine, jig grinding machine and fabricating mold plates. He then worked as a mold designer from 1997 to 2005, during which his responsibilities included creating conceptual mold designs, electrode designs and 3D CAD designs, constructing detailed 2D drawings and programming CAD/CAM for machinists. He was promoted as a senior designer in 2005, during which he was responsible for the whole spectrum of tooling designs, overseeing ISO processes for design and development, creating mold standard guidelines and reviewing all mold designs. He was put in charge of the designer team between 2012 to 2015. In 2016, Mr. Wong was promoted to toolroom manager, since when he also became responsible for overlooking the incentive scheme for toolroom, giving toolroom working instructions, planning tooling fabrication and providing tooling quotations.

None of our senior management has held any directorship in any listed companies in the last three years.

COMPANY SECRETARY

Mr. Lau Chung Wai (劉仲緯) (“Mr. Lau”), aged 40, was appointed as our company secretary on 25 August 2017.

Mr. Lau obtained his bachelor in business administration from the Hong Kong University of Science and Technology in 2004.

Mr. Lau has over 15 years of experience in accounting and finance. From September 2004 to September 2011, he was a manager of the assurance service team in Ernst & Young. From September 2011 to April 2013, he was a finance manager in a media company which is a subsidiary of Publicis Groupe SA, Starcom, a company listed on the Euronext Paris (stock code: PUB). From May 2013 to July 2015, he was a group financial controller of an enterprise engaging in the manufacturing of furniture and home decoration products in the PRC. From August 2015 to March 2019, he was the chief financial officer and company secretary of Da Sen Holdings Group Limited, shares of which are listed on the Main Board of the Stock Exchange (stock code: 1580), and was responsible for overseeing the investment legal and financial affairs. Mr. Lau was the chief financial officer of Kwung’s Holdings Limited, shares of which are listed on the Main Board of the Stock Exchange (stock code: 1925), from March 2019 to April 2022, responsible for overseeing the investment, compliance and financial affairs, and has been its company secretary since March 2019.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lau is a fellow practising member of the Hong Kong Institute of Certified Public Accountants.

Mr. Lau does not act as an individual employee of our Company, but as an external service provider in respect of the appointment of Mr. Lau as the company secretary of the Company. Pursuant to paragraph F(a) of the Corporate Governance Code, the Company can engage an external service provider as its company secretary, provided that the Company should disclose the identity of a person with sufficient seniority at the issuer whom the external service provider can contact. While the Company is well aware of the importance of the company secretary in supporting the Board on governance matters, after having considered Mr. Lau's experience, both the Company and Mr. Lau are of the view that there are sufficient time, resources and support for fulfilment of the company secretary requirements of the Company.

CORPORATE GOVERNANCE REPORT

Pursuant to Rule 18.44 of the GEM Listing Rules, the Board is pleased to present hereby the corporate governance report of the Company for FY2022.

The Directors and the management of the Group recognise the importance of sound corporate governance to the long-term success and continuing development of the Group. Therefore, the Board is committed to upholding good corporate standards and procedures, so as to improve the accountability system and transparency of the Group, protect the interests and create value for shareholders.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance to safeguard the interests of its shareholders and to enhance corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**Code**") in Appendix 15 to the GEM Listing Rules. Save for Code Provision C.2.1, the Company had complied with the code provisions in the Code for FY2022.

Paragraph C.2.1 of the Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Phua currently holds both positions. Considering that Mr. Phua has been operating and managing the Group since 1981, the Board consider Mr. Phua is the best candidate for both positions and the present arrangement is beneficial and in the interests of the Company and its shareholders as a whole.

BOARD OF DIRECTORS

The key responsibilities of the Board include formulation of the Group's overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the board committees of the Company (the "**Board Committees**").

The Board is responsible for formulating overall strategy, monitoring and controlling the performance of the Group. In addition to its overall supervisory role, the Board also retains specific responsibility such as approving financial accounts, recommending dividend payments, approving policies relating to the Board's compliance, etc. whilst managing the Group's business is the responsibility of the management of the Group (the "**Management**").

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that the Board procedures and all applicable rules and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expenses, upon making request to the Board.

CORPORATE GOVERNANCE REPORT

When the Board delegates aspects of its management and administration functions to the Management, it has given clear directions, to the powers of the Management, in particular, with respect to the circumstances where the Management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Board Composition

Up to the date of this report, the Board comprises seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors (“INEDs”). In particular, the composition of the Board is set out as follows:

Executive Directors

Mr. Phua Swee Hoe (*Chairman*)

Ms. Ng Hong Kiew (resigned on 30 June 2022)

Mr. Li Chun Fung (appointed on 30 June 2022)

Ms. Wu Haiyan

Non-executive Director

Mr. Tay Koon Chuan

Independent Non-executive Directors

Mr. Tan Yew Bock

Dr. Cheung Ka Yue (appointed on 30 June 2022)

Mr. Liang Qianyuan (appointed on 31 August 2022)

Mr. Kwa Teow Huat (resigned on 30 June 2022)

Mr. Au Chi Fung (resigned on 30 June 2022)

Ms. Huang Jiawen (resigned on 31 August 2022)

In compliance with rules 5.05(1) and 5.05A of the GEM Listing Rules, the Board consisted of three INEDs where the number of INEDs represents more than one-third of the Board. As such, there is a strong independent element in the Board to provide independent judgement.

The Company has entered into a service agreement with each of the non-executive Director and INEDs for a term of one year, which may be terminated earlier by no less than one month written notice served by either party on the other in writing.

The Company has received annual written confirmations from all INEDs with regards to their independence, and therefore the Company still consider, based on the guidelines set out in Rule 5.09 of the GEM Listing Rules, that all independent INEDs to be independent.

CORPORATE GOVERNANCE REPORT

In accordance with Articles 84(1) and 84(2) of the articles of association of the Company (the “**Articles**”), one-third of the Directors, (or, if the number of Directors is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

Saved as disclosed in the section headed “Biographical details of Directors and senior management” in this report, there is no financial, business, family or other material or relevant relationship among members of the Board and senior management.

Meetings

In FY2022, one general meeting and nine regular Board meetings were held.

The attendance of the respective Directors at the meetings held in FY2022 are set out below:

	Attendance record of meetings held in 2022				
	Annual General Meeting	Board	Audit Committee	Remuneration Committee	Nomination Committee
Executive Directors					
Mr. Phua Swee Hoe (<i>Chairman</i>)	1/1	9/9	N.A.	3/3	3/3
Ms. Ng Hong Kiew (resigned on 30 June 2022)	1/1	6/9	N.A.	N.A.	N.A.
Ms. Li Chun Fung (appointed on 30 June 2022)	N.A.	2/9	N.A.	N.A.	N.A.
Ms. Wu Haiyan	0	9/9	N.A.	N.A.	N.A.
Non-executive Director					
Mr. Tay Koon Chuan	0	8/9	N.A.	N.A.	N.A.
Independent non-executive Directors					
Mr. Tan Yew Bock	1/1	9/9	4/4	3/3	3/3
Dr. Cheung Ka Yue (appointed on 30 June 2022)	N.A.	3/9	2/4	1/3	N.A.
Mr. Liang Qianyuan (appointed on 31 August 2022)	N.A.	1/9	1/4	N.A.	N.A.
Mr. Kwa Teow Huat (resigned on 30 June 2022)	1/1	6/9	2/4	2/3	N.A.
Mr. Au Chi Fung (resigned on 30 June 2022)	1/1	6/9	2/4	N.A.	2/3
Ms. Huang Jiawen (resigned on 31 August 2022)	1/1	8/9	1/4	N.A.	0/3

CORPORATE GOVERNANCE REPORT

According to the current practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. Such Director must abstain from voting and will not be counted as quorum. Directors are free to contribute and share their views at meetings and major decisions will only be taken after deliberation at Board meetings.

Chairman and Chief Executive Officer

Under code provision C.2.1 of the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Phua currently holds both positions. Since establishment of the Group in 1981, Mr. Phua has been the key leadership figure of the Group and has been deeply involved in the formulation of business strategies and determination of the overall direction of the Group. Mr. Phua has also been chiefly responsible for the Group's operations as he directly supervises the Executive Directors (other than himself) and members of the Group's senior management. Taking into account the continuation of the implementation of the Group's business plans, Directors (including the independent non-executive Directors) consider Mr. Phua as the best candidate for both positions and the present arrangements are beneficial and in the interests of the Company and the shareholders of the Company as a whole.

RELATIONSHIPS AMONG MEMBERS OF THE BOARD

Save for Mr. Phua and Ms. Ng being spouses of each other, there are no financial, business, family or other material relationship among the Directors. The biographical details of each of the Directors are set out in the section headed "Biographical Details of directors and senior management" of this report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company. Based on specific enquiry made with all the Directors, each of them has confirmed that they have fully complied with the required standard of dealings during FY2022, and no incident of non-compliance was noted by the Company during such period.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

The Group acknowledges the importance of adequate and ample continuing professional development for the Directors for a sound and effective internal control system and corporate governance. In this regard, the Group has always encouraged our Directors to attend relevant training courses to receive the latest news and knowledge regarding corporate governance.

In FY2022, the Company has complied with code provision C.1.4 of the Code that all Directors have attended at least one training course on the updates of the GEM Listing Rules concerning good corporate governance practices. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the GEM Listing Rules.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

The Board has established a number of functional committees in compliance with the relevant GEM Listing Rules and to assist the Board to discharge its duties. Currently, three committees have been established. An audit committee (the “**Audit Committee**”) has been established on 19 December 2017 with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, and code provisions D.3.3 and D.3.7 of the Code; a remuneration committee (the “**Remuneration Committee**”) has been established on 19 December 2017 with its terms of reference in compliance with code provision E.1.2 of the Code; and a nomination committee (the “**Nomination Committee**”) has been established on 19 December 2017 with terms of reference in compliance with code provision B.3.1 of the Code. The functions and responsibilities of these committees have been set out in the relevant terms of reference which are of no less stringent than that stated in the Code. The relevant terms of reference of each of the three committees can be found on the Group’s website (www.inzign.com) and the website of the Stock Exchange. All committees have been provided with sufficient resources and support from the Group to discharge their duties and may seek independent professional advice at the Company’s expense if necessary, to perform their duties.

AUDIT COMMITTEE

As at the date of this report, the Audit Committee comprises three members, namely Dr. Cheung Ka Yue (Chairman), Mr. Tan Yew Bock and Mr. Liang Qianyuan all of whom are INEDs. The members of the Audit Committee shall be confined to non-executive Directors and shall be appointed or removed by the Board. If any member of the Audit Committee ceases to be a Director, he/she will cease to be a member of the Audit Committee automatically.

In FY2022, four Audit Committee meetings were held and the members’ attendance is shown on page 20 of this report.

The Audit Committee must comprise a minimum of three members, at least one of whom is an INED with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05 (2) of the GEM Listing Rules. In addition, the majority of the Audit Committee shall be INEDs.

The major roles and functions of the Audit Committee are as follows:

- (i) to consider the appointment, re-appointment and removal of the external auditor, the audit fees, and any questions of resignation or dismissal of the external auditor of the Group;
- (ii) to discuss with the external auditor the nature and scope of the audit;
- (iii) to review the quarterly, interim and annual financial statements before submission to the Board;
- (iv) to discuss problems and reservations arising from the interim review and final audit, and any matters the external auditor may wish to discuss;

CORPORATE GOVERNANCE REPORT

- (v) to review the external auditor's management letter and management's response; and to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (vi) to review the Group's financial controls, internal controls and risk management systems to ensure that they are appropriate and functioning properly; and
- (vii) to consider any findings of major investigations of internal control and risk management matters and management's responses.

Pursuant to the meetings of the Audit Committee the Audit Committee had discussed internal controls and financial reporting matters for FY2022. The Audit Committee had also reviewed audited annual results for FY2022, this report, and confirmed that this report complies with the applicable standard, the GEM Listing Rules, and other applicable legal requirements and that adequate disclosures have been made. There is no disagreement between the Directors and the Audit Committee regarding the selection and appointment of the external auditors.

REMUNERATION COMMITTEE

The Remuneration Committee comprises three members, namely Mr. Tan Yew Bock (Chairman), Mr. Phua Swee Hoe and Dr. Cheung Ka Yue. Save for Mr. Phua Swee Hoe, who is an executive Director, the members of the Remuneration Committee are INEDs of the Company.

In FY2022, three Remuneration Committee meetings were held and the members' attendance is shown on page 20 of this report.

The major roles and functions of the Remuneration Committee are as follows:

- (i) to review annually and recommend to the Board the overall remuneration policy and structure for the Directors and senior management;
- (ii) to review annually the performance of the executive Directors and senior management and recommend to the Board specific adjustments in remuneration and/or reward payments;
- (iii) to review and recommend the compensation payable to executive Directors relating to any loss or termination of their office or appointment;
- (iv) to review and recommend compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (v) be responsible for establishing formal and transparent procedures for developing remuneration policy and structure to ensure no Director or any of his associates is involved in deciding his own remuneration.

In FY2022, the Remuneration Committee has reviewed and made recommendations on the remuneration package of executive Directors and senior management of the Group.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Nomination Committee comprises three members, namely Mr. Phua Swee Hoe (Chairman), Mr. Tan Yew Bock and Mr. Liang Qianyuan. Save for Mr. Phua Swee Hoe, who is an executive Director, the members of the Nomination Committee are INEDs of the Company.

In FY2022, three Nomination Committee meetings were held and the members' attendance is shown on page 20 of this report.

The major roles and functions of the Nomination Committee are as follows:

- (i) to review and monitor the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individual suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (iii) to assess the independence of INEDs;
- (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer; and
- (v) to review and monitor policy concerning diversity of Board members and make recommendations on any proposed changes to the Board.

The Nomination Committee also developed and followed the Board Diversity Policy to ensure a balance of Board members in terms of skills, experience and diversified perspectives, and thus to elevate the efficiency of the Board and maintain a high level of corporate governance. Pursuant to the Board Diversity Policy, all appointments under the Board are based on meritocracy with due regard for the benefits of a diverse Board. Selection of candidates is based on a range of diversity aspects, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

DIVIDEND POLICY

The Company may declare and pay dividends to the shareholders of the Company by way of cash or by other means that the Board considers appropriate. In recommending dividends to allow the shareholders of the Company to participate in the Company's profits, the Board would also ensure the Company has adequate reserves for future growth. The Board's decisions to declare or to pay any dividends in the future, and the amount of such dividends will depend upon, among other things, the current and future operations, financial condition, liquidity position and capital requirements of the Group, as well as dividends received from the Company's subsidiaries, which in turn will depend on the ability of those subsidiaries to pay a dividend. In addition, any final dividends for a financial year will be subject to the approval of shareholders of the Company. The declaration and payment of dividends by the Company is also subject to any applicable restrictions under the laws of the Cayman Islands, the laws of Hong Kong, the Company's Articles of Association and any other applicable laws, rules and regulations.

AUDITOR'S REMUNERATION

In FY2022, the Group engaged CCTH CPA Limited ("CCTH") as the Group's external auditor. The remuneration paid and payable to CCTH is set out as follows:

Services rendered	Fees paid/payable (S\$'000)
Audit services	<u>137</u>

COMPANY SECRETARY

Mr. Lau Chung Wai ("Mr. Lau") was appointed as the company secretary of our Company on 25 August 2017. Please refer to the section headed "Biographical details of directors and senior management" of this report for his biographical information.

The contact persons of the Company for Mr. Lau being the external service provider is Mr. Li Chun Fung, the Group's Compliance Officer, in relation to any corporate secretarial matters.

In FY2022, Mr. Lau has undertaken not less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules.

CORPORATE GOVERNANCE REPORT

COMPLIANCE OFFICER

Mr. Li Chun Fung, an executive Director, is the compliance officer of the Group. Please refer to the section headed “Biographical details of Directors and senior management” of this report for his biographical information.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for improving and monitoring the risk management and internal control of the Group. In this regard, the Audit Committee has performed a review of the risk management and internal control system of the Group within the Reporting Period in which the results were summarized and reported to the Board. The Board has also conducted a review of the effectiveness of the risk management and internal control system of the Group on an annual basis. The Group requires all employees to strictly adhere to the rules and regulations regarding inside information, including those who, because of his/her office or employment, are likely to be in possession of inside information in relation to the Group, are required to comply with Rules 5.46 to 5.67 of the GEM Listing Rules.

The Group complies with the requirements of the SFO and the GEM Listing Rules in respect of disclosure of inside information. The Group discloses inside information to the public as soon as reasonably practicable, unless the information falls within any of the safe harbours as provided in the SFO, and ensures the information is kept strictly confidential before such disclosure. However, if the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have already been breached, the Group would immediately disclose the relevant information to the public. The Group is committed to ensure that information contained in the announcements or circulars of the Company is not false or misleading as to any material fact, or false or misleading through the omission of any material fact and presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts. The Group did not have an internal audit function and has engaged APEC Risk Management Limited to review the internal controls and recommend improvements to increase its effectiveness. The risk management and internal control system of the Group is considered by the Board to be effective, although it should be noted that by nature such system is designed to manage and not eliminate the risk of failure to achieve business objectives, and can only provide reasonable (as opposed to absolute) assurance against material misstatement or loss.

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge and understand their responsibility for preparing the consolidated financial statements and to ensure that the consolidated financial statements of the Group are prepared in a manner which reflects the true and fair view of the state of affairs, results and cash flows of the Group and are in compliance with the relevant accounting standards and principles, applicable laws and disclosure provisions required by the GEM Listing Rules. The Directors are of the view that the consolidated financial statements of the Group for FY2022 have been prepared on this basis.

To the best knowledge of the Directors, there is no uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, therefore the Directors continue to adopt the going concern approach in preparing the consolidated financial statements.

Statement of the Company's external auditor's responsibilities in respect of the consolidated financial statements is set out in the Independent Auditor's Report of this report.

COMMUNICATION WITH SHAREHOLDERS

The Company strives for maintaining effective and on-going communication with and timely disclosing useful information to the shareholders and potential investors of the Company. The Directors hold annual general meeting yearly to meet the shareholders of the Company, and publish and distribute annual, interim and quarterly reports for providing updated financial performance and business developments of the Company to the shareholders of the Company.

SHAREHOLDERS' RIGHTS

Convening of Extraordinary General Meeting on Requisition by Shareholders

Pursuant to article 58 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting ("**EGM**"). EGMs shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

CORPORATE GOVERNANCE REPORT

Procedures for directing shareholders' enquiries to the Board

Shareholders may direct their enquiries concerning their shareholdings to the Company's share registrars. Shareholders may also make a request for the Company's information to the extent that such information has been made publicly available by the Company. All written enquiries or requests may be forwarded to the Company's head office or by fax to (65) 6297 2907 or by email to enquiry@inzn.com.

Procedures for putting forward proposals at general meetings by Shareholders

Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph. Shareholders can also send enquires and proposals putting forward for shareholders' consideration at shareholders' meetings to the Board in writing to the head office and principal place of business of the Company or directly by raising questions at the general meeting of the Company.

The addresses of the Company's head office and the Company's share registrars can be found in the section headed "Corporate information" of this report.

Investor Relations

To ensure transparent and comprehensive disclosures to investors, the Group delivers information of the Group to the public through various channels, including general meetings, public announcements and financial reports. The investors are also able to access the latest news and information of the Group via our website www.inzn.com.

In order to maintain good and effective communication, the Group together with the Board extend their invitation to all shareholders and encourage them to attend the forthcoming AGM and all future general meetings.

The shareholders may also forward their enquiries and suggestions in writing to the Company to the followings:

Address: 16 Kallang Place
#02-10
Singapore 339156

Email: enquiry@inzn.com

Significant Changes in Constitutional Documents

There were no significant changes in the Company's constitutional documents in FY2022.

DIRECTORS' REPORT

The Board is pleased to present the annual report together with the audited consolidated financial statements for FY2022.

PRINCIPAL ACTIVITIES

The Group are principally engaged in (i) the manufacture and sale of injection molded plastic parts for disposable medical devices and the provision of tooling services in Singapore; and (ii) development, manufacturing, sales and installation of amusement machines and equipment in the PRC.

BUSINESS REVIEW

Further discussion and analysis of the activities of the Group in FY2022, and an indication of likely future developments in the Group's business as required by Schedule 5 to the Companies Ordinance, Chapter 622, can be found in the section headed "Management discussion and analysis" of this report. Those discussions form part of this directors' report.

PRINCIPAL RISKS AND UNCERTAINTIES

Details of the principal risks and uncertainties of the Group in FY2022 are set out in Note 3 and Note 4 to the consolidated financial statements.

RESULT AND APPROPRIATIONS

The results of the Group for the FY2022 are set out in the consolidated statement of comprehensive income in this report.

The Board did not propose any final dividend to shareholders of the Company for FY2022.

CLOSURE OF REGISTER OF MEMBERS

As the forthcoming AGM of the Company will be held on 25 May 2023 (Thursday), the register of members of the Company will be closed from 22 May 2023 to 25 May 2023 (both days inclusive) for the said AGM or any adjournment thereof. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office no later than 4:30 p.m. on 19 May 2023 in order to qualify for the right to attend and vote at the meeting (or any adjournment thereof). The share registrar and transfer office is at:

Address: Shops 1712–1716
17/F, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

DIRECTORS' REPORT

GROUP FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the five financial years are set out on pages 121 to 122 of this report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements of the property, plant and equipment of the Group during the Reporting Period are set out in Note 15 to the consolidated financial statements.

ENVIRONMENTAL POLICIES AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to ensuring that the Group's operation is in compliance with applicable laws and regulations. As far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2022 are set out in Note 33 to the consolidated financial statements.

SHARE CAPITAL AND SHARE PREMIUM

The Company's total issued share capital as at 31 December 2022 was 568,371,790 ordinary shares of HK\$0.01 each.

Details of movements of the share capital and the share premium of the Company during the Reporting Period are set out in Note 25 to the consolidated financial statements.

EMOLUMENT POLICY FOR DIRECTORS

A remuneration committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group. The remuneration of the Directors are determined with reference to the economic situation, the financial performance of the Group, the market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

RESERVES

Details of movements in the reserves of the Group in FY2022 are set out on page 48 of this report.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the reserves of the Company available for distribution, as calculated under the provisions of section 79B of the Companies Ordinance, and in accordance with the Companies Law Cap. 22 of Cayman Islands, was approximately S\$10.5 million (FY2021: S\$9.7 million) inclusive of share premium, reserves and accumulated losses.

DIRECTORS

The Directors of the Company during FY2022 and up to the date of this report were:

Executive Directors:

Mr. Phua Swee Hoe (*Chairman*)
Mr. Li Chun Fung (appointed on 30 June 2022)
Ms. Wu Haiyan
Ms. Ng Hong Kiew (resigned on 30 June 2022)

Non-executive Director:

Mr. Tay Koon Chuan

Independent Non-executive Directors:

Mr. Tan Yew Bock
Dr. Cheung Ka Yue (appointed on 30 June 2022)
Mr. Liang Qianyuan (appointed on 31 August 2022)
Mr. Kwa Teow Huat (resigned on 30 June 2022)
Mr. Au Chi Fung (resigned on 30 June 2022)
Ms. Huang Jiawen (resigned on 31 August 2022)

The Directors' biographical details are set out in the section headed "Biographical details of directors and senior management" in this report.

Information regarding directors' emoluments is set out in Note 10 to the consolidated financial statements.

An annual confirmation of independence pursuant to the requirements under Rule 5.09 of the GEM Listing Rules has been received from each of the INEDs.

DIRECTORS' SERVICE CONTRACT

Each of the executive Directors has entered into a service agreement with the Company for an initial fixed term of three years and shall continue thereafter until terminated by either party giving not less than three months' written notice.

Each of the INEDs and non-executive Director has entered into a service agreement with the Company for a term of one year, which may be terminated earlier by no less than one month written notice served by either party on the other.

No director proposed for re-election at the forthcoming AGM has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REPORT

In accordance with Article 83 of the Articles, any director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Each of the executive Directors shall also be entitled to discretionary bonus to be determined by the Board based on, among other things, the performance of the individual directors and the overall financial position of the Group, and is subject to the recommendation of the remuneration committee of the Company.

PERMITTED INDEMNITY

In FY2022, the Company has arranged Directors' and officers' liability insurance for all Directors and senior management of the Company. The insurance covers the corresponding costs, charges, expenses and liabilities for legal action of corporate activities against them.

DISCLOSURE OF INTERESTS

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its Associated Corporation

As at 31 December 2022, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong) (the "SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in shares of the Company

Name	Capacity/ Nature of interest	Number of shares held/ Interested⁽¹⁾	Percentage of shareholding
Mr. Phua Swee Hoe ("Mr. Phua")	Beneficial owner/ Interest in controlled corporation ⁽²⁾	33,832,000	5.95%
Ms. Wu Haiyan ("Ms. Wu")	Beneficial owner	52,694,000	9.27%

Notes:

1. The letter "L" denotes the person's long position in the relevant shares of the Company.
2. Mr. Phua directly beneficially owned 33,832,000 shares of the Company.

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

So far as is known to the Directors, as at 31 December 2022, the following persons/entities (other than the Directors or chief executives of the Company) had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Division 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long positions in shares of the Company

Name	Capacity/ Nature of interest	Number of shares held/ Interested⁽¹⁾	Percentage of shareholding
Ms. Ng Hong Kiew ("Ms. Ng")	Interest of spouse ⁽²⁾	33,832,000 (L)	5.95%
Team One Global Limited	Beneficial owner	133,400,000 (L)	23.47%
Mr. XIE Jianlong	Beneficial owner	61,612,000 (L)	10.84%
Ms. WENG Yulin	Beneficial owner	30,500,000 (L)	5.37%
Ms. Shi Hui Ling	Beneficial owner	30,000,000 (L)	5.28%

Notes:

1. The letter "L" denotes the person's long position in the relevant shares of the Company.
2. Mr. Phua and Ms. Ng are spouses. Therefore, Ms. Ng is deemed to be interested in shares of the Company held by Mr. Phua, pursuant to the SFO.

DIRECTORS' REPORT

Save as disclosed above, as at 31 December 2022, the Company has not been notified of any other interests or short positions in the shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company under section 336 of the SFO.

MAJOR CUSTOMERS

In FY2022, the Group's five largest customers accounted for approximately 92.6% (2021: 90.9%) of the total revenue of the Group and the largest customer of the Group accounted for approximately 53.4% (2021: 35.6%) of the total revenue.

None of the Directors or any of their close associates, or any shareholder (which to the knowledge of the Directors own 5% or more of the Company's issued share capital) had any beneficial interest in the Group's five largest customers.

MAJOR SUPPLIERS

In FY2022, the Group's five largest suppliers accounted for approximately 74.6% (2021: 62.4%) of the total purchases of the Group and the largest supplier of the Group accounted for approximately 35.2% (2021: 20.7%) of the total purchases.

None of the Directors or any of their close associates, or any shareholder (which to the knowledge of the Directors own 5% or more of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during FY2022 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During FY2022, the Group had no transactions which need to be disclosed as connected transactions in accordance with the requirements of the GEM Listing Rules.

COMPETING BUSINESS AND CONFLICT OF INTERESTS

As at the date of this report, none of the Directors, substantial shareholders of the Company and any of their respective associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete, either directly, or indirectly, with the business of the Group or has any other conflict of interests with the Group.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during FY2022.

CORPORATE GOVERNANCE CODE (THE "CODE")

Please refer to the Corporate Governance Report on pages 18 to 28 of this report for details of the Company's compliances with the Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company. Based on specific enquiry made with all the Directors, each of them has confirmed that they have fully complied with the required standard of dealings throughout FY2022 to the date of this report, and no incident of non-compliance was noted by the Company during FY2022.

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme on 19 December 2017 (the "**Scheme**"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. No share options has been granted since the adoption of the Scheme and there were no share option outstanding as at 31 December 2022.

DIRECTORS' REPORT

The principal terms of the Share Option Scheme are summarised as follows:

1. The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.
2. The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, including, where required under the GEM Listing Rules, the independent non-executive Directors) from time to time on the basis of the participant's contribution or potential contribution to the development and growth of the Group.
3. The limit on the total number of Shares which may be issued upon exercise of all options under the Share Option Scheme and any other share option schemes which may be adopted by the Group from time to time pursuant to which options to subscribe for Shares may be granted must not, in aggregate, exceed 10% of the Shares in issue as at the date of the listing of the Shares of the Stock Exchange, i.e. 19 January 2018 (which shall be 40,000,000 Shares) unless Shareholders' approval has been obtained, and which must not exceed 10% of the Shares in issue from time to time.
4. The total number of Shares issued and to be issued upon the exercise of options granted to each participant (including both exercised and outstanding options) under the Share Option Scheme of our Company, in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of options in excess of such limit must be separately approved by Shareholders in general meeting with such grantee and his/her close associates abstaining from voting.
5. The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to each participant and shall be at least the higher of: (i) the closing price per Share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices per Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; or (iii) the nominal value of the Share on the date of grant of the option, provided that in the event of fractional prices, the subscription price per Share shall be rounded upwards to the nearest whole cent; and for the purpose of calculating the subscription price, where our Company has been listed on the Stock Exchange for less than five business days, the new issue price shall be used as the closing price for any business day falling within the period before Listing.

6. (i) No offer for the grant of options may be made after any inside information has come to the knowledge of the Group until such inside information has been announced pursuant to the requirements of the GEM Listing Rules and the SFO. No option may be granted during the period commencing one month immediately preceding the earlier of:
 - (a) the date of the Board meeting (such date to first be notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or other interim period (whether or not required under the GEM Listing Rules); and
 - (b) the deadline for our Company to publish an announcement of the results for any year or half-year under the GEM Listing Rules, or quarterly or any other interim period (whether or not required under the GEM Listing Rules).
- (ii) Further to the restrictions in paragraph (i) above, no option may be granted to a Director on any day on which financial results of our Company are published and:
 - (a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
 - (b) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.
7. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.
8. The Share Option Scheme will remain in force for a period of ten years commencing on its adoption date, i.e. 19 December 2017 and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by the Shareholders in general meeting.

DIRECTORS' REPORT

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on information that is publicly available to the Company, at least 25% of the Company's issued shares were held by the public as at the date of this report.

SUBSEQUENT EVENTS

Details of significant events after the year are set out in Note 35 to the consolidated financial statements.

AUDIT COMMITTEE

The Audit Committee has discussed and reviewed the annual report for FY2022, and is of the opinion that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures has been made.

AUDITORS

PricewaterhouseCoopers LLP of Singapore retired as auditors of the Company on 29 May 2020 and BDO Limited was appointed as auditors of the Company by shareholders of the Company. On 18 January 2023, BDO Limited resigned as auditors of the Company and CCTH CPA Limited was appointed by directors of the Company to fill in the casual vacancy so arising. Save as disclosed above, there have been no other changes of auditors in the past three years.

CCTH CPA Limited retires and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
IAG Holdings Limited
Phua Swee Hoe
Chairman and Executive Director

Singapore, 30 March 2023

INDEPENDENT AUDITOR'S REPORT



CCTH CPA LIMITED
中正天恆會計師有限公司

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF IAG HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of IAG Holdings Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 44 to 120, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

INDEPENDENT AUDITOR'S REPORT

Impairment assessment of non-financial assets

Refer to Notes 2.7, 2.8, 4, 15, 16 and 17 to the consolidated financial statements

As at 31 December 2022, the net carrying amounts of non-financial assets of the Group including property, plant and equipment, right-of-use assets and intangible assets amounted to approximately S\$1,589,000, S\$2,196,000 and S\$20,000, respectively.

Management is required to perform impairment testing for non-financial assets where an indicator of impairment of these assets exists. The impairment tests are based on the recoverable amounts of cash-generating units ("CGUs") to which the non-financial assets are associated with. The recoverable amounts of these non-financial assets are assessed by value in use ("VIU") calculation which are based on cash flow projections on a CGU basis.

Significant judgements and estimates are required to determine the recoverable amounts of the CGUs, using appropriate key assumptions including expected growth in revenues, operating profit used to extrapolate the cash flows and the rate at which they are discounted.

Based on the management assessment, no impairment losses were recognised in respect of these non-financial assets for the year ended 31 December 2022.

We identified the impairment assessment of non-financial assets as a key audit matter because of their significance to the consolidated financial statements and because the VIU calculation involves significant management judgements and estimates with respect to the underlying cash flows.

Our responses:

Our audit procedures in relation to the management's impairment assessment of non-financial assets included:

- evaluating the independent professional valuer's objectivity and competency;
- evaluating the appropriateness of valuation methodology adopted and assessing the reasonableness of the key assumptions adopted in the valuation by the independent professional valuer,;
- discussing with the management and the independent professional valuer about the cash flow projections used in the VIU calculation and the appropriateness of the significant assumptions and critical judgement areas which affect the VIU calculation;
- evaluating the reasonableness of key assumptions (including operating margins, growth rates and discount rates) of the cash flow projections based on our knowledge of the business and industry and taking into account of the historical financial information; and
- performing sensitivity analyses on the key assumptions applied by management in their respective discounted cash flow models to determine the impact that a reasonable expected change could have on the recoverable amount of the CGU.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

OTHER MATTERS

The consolidated financial statements of the Group for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion to those consolidated financial statements on 30 March 2022.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with Hong Kong Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

INDEPENDENT AUDITOR'S REPORT

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

CCTH CPA Limited

Certified Public Accountants

Yeung May May Joey

Practising Certificate Number P05205

Hong Kong, 29 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Notes	2022 S\$'000	2021 S\$'000
Continuing operations			
Revenue	6	14,656	19,773
Cost of sales	9	(13,718)	(15,804)
Gross profit		938	3,969
Other income	7	114	158
Other (losses)/gains — net	8	(63)	15
Impairment losses on non-financial assets	9	—	(7,637)
Impairment loss on trade receivables	9&21	(199)	(11)
Selling and distribution expenses	9	(384)	(456)
Administrative expenses	9	(3,223)	(3,176)
Operating loss		(2,817)	(7,138)
Finance costs	11	(145)	(241)
Loss before income tax		(2,962)	(7,379)
Income tax expense	12	(101)	(161)
Loss for the year from continuing operations		(3,063)	(7,540)
Discontinued operation			
Loss for the year from discontinued operation	13	—	359
Loss for the year		(3,063)	(7,181)
Loss for the year		(3,063)	(7,181)
Other comprehensive (loss)/income:			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		(183)	19
Reclassification of exchange reserve upon disposal of discontinued operation		—	(37)
Other comprehensive loss for the year		(183)	(18)
Total comprehensive loss for the year		(3,246)	(7,199)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Notes	2022 S\$'000	2021 S\$'000
Loss for the year attributable to:			
Equity holders of the Company		(2,932)	(7,052)
Non-controlling interests		(131)	(129)
		<u>(3,063)</u>	<u>(7,181)</u>
Total comprehensive loss attributable to:			
Equity holders of the Company		(3,075)	(7,073)
Non-controlling interests		(171)	(126)
		<u>(3,246)</u>	<u>(7,199)</u>
(Loss)/earnings per share			
From continuing and discontinued operations			
— Basic	14	(0.56)	(1.52)
— Diluted		N/A	N/A
		<u>(0.56)</u>	<u>(1.52)</u>
From continuing operations			
— Basic	14	(0.56)	(1.63)
— Diluted		N/A	N/A
		<u>(0.56)</u>	<u>(1.63)</u>
From discontinued operation			
— Basic	14	—	0.11
— Diluted		—	0.11
		<u>—</u>	<u>0.11</u>

The notes on pages 51 to 120 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Notes	2022 S\$'000	2021 S\$'000
ASSETS			
Non-current assets			
Property, plant and equipment	15	1,589	1,323
Right-of-use assets	16	2,196	2,607
Goodwill	17	–	–
Intangible assets	17	20	33
Investment in a key management insurance contract	18	1,055	996
		4,860	4,959
Current assets			
Inventories	22	3,016	3,677
Financial assets at fair value through profit or loss	23	1,389	–
Trade and other receivables	21	4,731	6,594
Contract assets	6	50	1,601
Cash and cash equivalents	24	2,271	4,078
		11,457	15,950
Total assets		16,317	20,909
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	25	984	822
Share premium	25	18,290	16,830
Capital reserve	26	3,118	3,118
Other reserve	26	–	172
Currency translation reserve		(20)	123
Accumulated losses		(13,725)	(10,965)
Equity attributable to equity holders of the Company		8,647	10,100
Non-controlling interests		478	649
Total equity		9,125	10,749

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Notes	2022 S\$'000	2021 S\$'000
LIABILITIES			
Non-current liabilities			
Borrowings	28	2	25
Lease liabilities	16	923	1,319
Provision	29	1,180	1,427
Deferred income tax liabilities	20	219	139
		2,324	2,910
Current liabilities			
Trade and other payables	27	2,950	3,108
Borrowings	28	314	457
Lease liabilities	16	1,347	1,723
Contract liabilities	6	206	1,699
Current income tax liabilities		51	263
		4,868	7,250
Total liabilities		7,192	10,160
Total equity and liabilities		16,317	20,909

The consolidated financial statements on pages 44 to 120 were approved for issue by the Board of Directors on 29 March 2023 and are signed on its behalf by:

Mr. Phua Swee Hoe
Director

Mr. Li Chun Fung
Director

The notes on pages 51 to 120 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Notes	Attributable to equity holders of the Company						Total	Non-controlling interests	Total equity
		Share capital	Share premium	Capital reserve	Other reserve	Currency translation reserve	Accumulated losses			
		S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	
Balance as at 1 January 2021		793	15,127	3,118	1,904	144	(3,913)	17,173	507	17,680
Total comprehensive income for the year										
Loss for the year		-	-	-	-	-	(7,052)	(7,052)	(129)	(7,181)
Other comprehensive (loss)/income for the year		-	-	-	-	(21)	-	(21)	3	(18)
		-	-	-	-	(21)	(7,052)	(7,073)	(126)	(7,199)
Transactions with owners recognised directly in equity										
Arising from a business combination		29	1,703	-	(1,732)	-	-	-	-	-
Disposal of a discontinued operation	13	-	-	-	-	-	-	-	268	268
Balance as at 31 December 2021		822	16,830	3,118	172	123	(10,965)	10,100	649	10,749
Balance as at 1 January 2022		822	16,830	3,118	172	123	(10,965)	10,100	649	10,749
Total comprehensive income for the year										
Loss for the year		-	-	-	-	-	(2,932)	(2,932)	(131)	(3,063)
Other comprehensive loss for the year		-	-	-	-	(143)	-	(143)	(40)	(183)
		-	-	-	-	(143)	(2,932)	(3,075)	(171)	(3,246)
Transfer of other reserve to accumulated losses		-	-	-	(172)	-	172	-	-	-
Transactions with owners recognised directly in equity										
Issue of shares	25	162	1,460	-	-	-	-	1,622	-	1,622
Balance as at 31 December 2022		984	18,290	3,118	-	(20)	(13,725)	8,647	478	9,125

The notes on pages 51 to 120 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	Notes	2022 S\$'000	2021 S\$'000
Cash flows from operating activities			
(Loss)/profit before income tax from			
Continuing operations		(2,962)	(7,379)
Discontinued operation	13	–	359
		(2,962)	(7,020)
Adjustments for:			
Depreciation of property, plant and equipment	9	466	536
Depreciation of right-of-use assets	9	1,546	1,869
Amortisation of intangible assets	9	13	100
Impairment losses on non-financial assets	9	–	7,637
Impairment loss on trade receivables	21	199	11
Gain on disposal of property, plant and equipment	8	(2)	–
Gain on disposal of right-of-use assets	8	(36)	–
Gain on disposal of discontinued operation	13	–	(667)
Finance costs	11	145	241
Provision for litigation	27	–	90
Changes in carrying value of investment in a key management insurance contract	8	(59)	(43)
Operating (loss)/profit before working capital changes		(690)	2,754
Changes in working capital:			
Inventories		661	387
Financial assets at fair value through profit or loss		(1,426)	–
Trade and other receivables		1,664	3,435
Contract assets		1,551	(1,144)
Trade and other payables		(158)	(1,012)
Contract liabilities		(1,493)	(1,090)
Provisions		(247)	–
Currency translation adjustments		(211)	103
Cash (used in)/generated from operations		(349)	3,433
Income tax paid		(233)	(173)
Net cash (used in)/generated from operating activities		(582)	3,260

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	Notes	2022 S\$'000	2021 S\$'000
Cash flows from investing activities			
Purchase of property, plant and equipment	15	(771)	(240)
Sales proceeds from disposal of property, plant and equipment	15	41	–
Proceeds from disposal of discontinued operation, net of cash disposed of	13	–	(125)
Purchase of right-of-use asset		(21)	–
Net cash used in investing activities		(751)	(365)
Cash flows from financing activities			
Proceeds from issue of shares		1,622	–
Proceeds from borrowings	34	308	1,810
Repayment of borrowings	34	(450)	(2,876)
Payment for lease liabilities	34	(1,809)	(1,887)
Interest expenses paid		(145)	(241)
Net cash used in financing activities		(474)	(3,194)
Net decrease in cash and cash equivalents			
Cash and cash equivalents at beginning of the year		4,078	4,377
Cash and cash equivalents at end of the year	24	2,271	4,078

The notes on pages 51 to 120 are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

1 GENERAL INFORMATION

IAG Holdings Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands on 17 July 2017 under Companies Law (Cap 22 Law 3 of 1961 as consolidated and revised) now known as the Companies Act (2021 Revision) of the Cayman Islands. The shares of the Company are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is located at 16 Kallang Place, #02-10 Singapore 339156.

The Company is an investment holding company and its subsidiaries (together with the Company, the “**Group**”) are principally engaged in (i) the manufacture and sale of injection molded plastic parts for disposable medical devices and the provision of tooling services in Singapore; and (ii) the development, manufacture, sale and installation of amusement machines and equipment in the Peoples’ Republic of China (“**PRC**”).

The consolidated financial statements are presented in thousands of Singapore dollars (“**S\$’000**”), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the rules governing the listing of securities on the GEM. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) *New and amended standards adopted by the Group*

The Group has adopted and applied, for the first time, the following new standards and interpretations that have been issued and effective for the accounting periods beginning on 1 January 2022:

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendment to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Annual Improvements to IFRSs 2018-2020	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41

These new or amended standards and interpretation did not have any material impact on the Group's accounting policies.

(b) *New standards and interpretations not yet adopted*

The following new accounting standards, amendments to existing standards and interpretations have been issued that are mandatory for the Group's annual accounting periods beginning after 1 January 2022 and have not been early adopted by the Group:

Standards	Subject of amendment	Effective for accounting period beginning on
Amendments to IFRS 10 and IAS 28 (2011)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
IFRS 17	Insurance Contracts	1 January 2023
Amendments to IFRS 17	Insurance Contracts	1 January 2023
Amendments to IAS 1	Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 8	Definition of Accounting Estimates	1 January 2023
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023

Except for the new and amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of these new and amendments to IFRSs, which are not yet effective, will have no material impact on the consolidated financial statements in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(b) *New standards and interpretations not yet adopted* (Continued)

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

IAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

Amendments to IAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in IAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries

Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

Business combinations (Continued)

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration that meets the definition of a financial instrument is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRS.

Acquisition-related costs are expensed as incurred.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2.3 Investments in subsidiaries

Investments in subsidiaries are accounted for by the Company at cost less any identified impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (“**CODM**”) and those charged with governance.

The CODM assesses the financial performance and position of the Group and makes strategic decisions. The CODM has been identified as the executive directors of the Group.

2.5 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates (“**functional currency**”). The consolidated financial statements is presented in Singapore dollar (“**S\$**”), which is the Company’s functional and the Group’s presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss and other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.5 Foreign currency translation (Continued)

(c) *Group companies*

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the Group's presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that consolidated statement of financial position;
- (ii) income and expenses for each consolidated statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(d) *Disposal of foreign operation*

On disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated using the straight-line method to allocate depreciable amounts over their estimated useful lives. The estimated useful lives are as follows:

	Useful lives
Air conditioner	7 years
Electrical installations	7 years
Factory equipment, machinery and cleanroom facilities	5 to 7 years
Factory furniture	10 years
Office equipment, furniture and fittings	4 years
Renovations	5 years
Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains/losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within "Other gains — net" in the consolidated statement of profit or loss and other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.7 Intangible assets and goodwill

Customer relationships, trademarks, patents and licences

Separately acquired customer relationships, trademark, patents and licences are recognised at historical cost. Customer relationships, trademark, patents and licences acquired in a business combination are recognised at the acquisition date. They have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to amortise the cost over the estimated useful lives of 5 to 10 years.

Goodwill

Goodwill on acquisitions of subsidiaries is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units ("**CGUs**") for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose.

Research and development

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.8 Impairment of non-financial assets

Goodwill is not subject to amortisation and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Investments and other financial assets

(a) Classification

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

The Group classifies its financial assets at amortised cost.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss ("FVTPL"), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.9 Investments and other financial assets (Continued)

(a) Classification (Continued)

Financial assets are classified as at FVTPL when the financial asset is held for trading or it is designated as at FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, financial assets at amortised cost are measured at transaction costs that are directly attributable to the acquisition of the financial assets. Subsequent measurement of debt instruments depends on the Group's business model for managing the assets and the cash flow characteristic of the assets.

Financial assets at amortised cost are assets that are held for collection of contractual cash flows where cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other (losses)/gains together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.9 Investments and other financial assets (Continued)

(c) *Measurement* (Continued)

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated at FVTOCI are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest earned on the financial assets.

(d) *Impairment*

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads. It excludes borrowing cost. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.11 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.12 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

2.13 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.14 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2.15 Borrowings

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the reporting date, in which case they are presented as non-current liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.16 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.17 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.17 Current and deferred income tax (Continued)

(b) *Deferred income tax*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

(c) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.18 Sales tax

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

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

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

2.19 Employee benefits

(a) *Defined contribution plans*

The Group participates in the national pension schemes, which are defined contribution pension schemes as defined by the laws of the countries in which it has operations. In Singapore, the Group pays fixed contributions into the Central Provident Fund (the “**CPF**”), while the employees of the Group’s subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme. In Indonesia, the Group participates in the social security fund in Badan Penyelenggara Jaminan Sosial, which requires the subsidiary in Indonesia to contribute certain percentage of the employee’s monthly salary to fund their retirement benefits.

Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees or as they become payable in accordance with the rules of the central pension scheme.

The Group has no further legal or constructive payment obligations once the contributions have been paid. No forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) will be used by the Group to reduce the existing level of contributions under the CPF, the central pension scheme operated by the local municipal government in the PRC and Badan Penyelenggara Jaminan Sosial in Indonesia.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.19 Employee benefits (Continued)

(b) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. Accrual is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

(c) *Bonus plans*

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.20 Revenue recognition

(a) *Sales of goods*

The Group manufactures and sells a range of injection molded plastic parts for disposable medical devices and amusement machines and equipment.

Sales are recognised when control of the products has transferred. At contract inception, the Group assesses whether the Group transfers control of the goods over time or at a point in time by determining if:

- (i) its performance does not create an asset with an alternative use to the Group; and
- (ii) the Group has an enforceable right to payment for performance completed to date.

The injection molded plastic parts has no alternative use for the Group due to contractual restriction, and the Group has enforceable rights to payment in contracts with certain customers. For these contracts, revenue is recognised over time by reference to the Group's progress towards completing the injection molded plastic parts. The measure of progress is determined based on the actual cost incurred to the end of the reporting period as a proportion of the total expected cost to be provided.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.20 Revenue recognition (Continued)

(a) Sales of goods (Continued)

For contracts where the Group does not have enforceable right to payment, revenue is recognised only when the products are delivered to the customers, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

(b) Provision of tooling services

The Group also provides tooling services to customers under fixed-price contracts. Revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided, and each service takes a few days to complete. As such, revenue from providing tooling services is recognised at a point in time when the services are rendered.

(c) Interest income

Interest income is recognised using the effective interest method.

2.21 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.21 Leases (Continued)

- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.21 Leases (Continued)

Right-of-use assets are generally depreciated over the remaining lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of property, equipment and vehicles are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.22 Government grants

Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated statement of profit or loss and other comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

2.23 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amounts have been reliably estimated. Provisions are not recognised for future operating loss.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.24 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2.26 Discontinued operation

A discontinued operation is a component of the Group's business, the operation and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale. When an operation is classified as a discontinued operation, the comparative amounts in the consolidated statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.27 Related party transactions

- (1) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent
- (2) An entity is related to the Group if any of the following conditions apply:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (1).
 - (vii) A person identified in (1)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.
- (3) Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:
 - (i) that person's children and spouse or domestic partner;
 - (ii) children of that person's spouse or domestic partner; and
 - (iii) dependents of that person or that person's spouse or domestic partner.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management strategy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group has exposure to foreign exchange risk as a result of sales and purchases that are denominated in currencies other than the functional currencies to which the operations relate. The foreign currencies giving rise to this risk are primarily Renminbi ("**RMB**") and United States dollar ("**USD**"). The exposure to foreign currency risk is not significant during the year.

(ii) Interest rate risk

The Group's interest rate risk arises primarily from bank borrowings. Bank borrowings at variable rates exposes the Group to cash flow interest rate risk.

The Group manages its interest cost by using a mix of fixed and variable rate debt and to obtain the most favourable interest rates available.

The sensitivity analysis for changes in interest rate is not disclosed as the effect on the consolidated statement of profit or loss and other comprehensive income is considered not significant.

(b) Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments carried at amortised cost, deposits with banks and credit exposures to customers, including outstanding receivables.

Credit risk is managed on a group basis. Management considers the Group has limited credit risk with its banks which are leading and reputable and are assessed as having low credit risk. Majority of bank balances are deposited with reputable banks. The Group has not incurred significant loss from non-performance by these parties in the past and management does not expect so in the future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk (Continued)

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an ongoing basis.

The Group's trade receivables are subject to the expected credit loss model. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the impairment loss is expected to be immaterial.

Management applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets of the Group. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of the previous 24 months from each report date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

On that basis, the loss allowance of the Group's trade receivables and contract assets as at 31 December 2022 and 2021 was determined as follows:

	Current (not past due)	1-30 days past due	31-60 days past due	61-90 days past due	Over 90 days past due	Total
31 December 2022						
Expected loss rate	0.0%	0.0%	0.0%	0.0%	26.4%*	
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Gross carrying value of trade receivables	1,769	881	34	4	735	3,423
Gross carrying value of contract assets	50	-	-	-	-	50
Loss allowance	-	-	-	-	199	199
31 December 2021						
Expected loss rate	0.0%	0.0%	0.0%	0.0%	2.2%*	
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Gross carrying value of trade receivables	2,147	905	194	241	500	3,987
Gross carrying value of contract assets	1,601	-	-	-	-	1,601
Loss allowance	-	-	-	-	11	11

* The increase in expected loss rate of the receivables with over 90 days past due from 2.2% to 26.4% is mainly attributable to certain receivables that has been overdue for more than one year during the year.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 90 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item in the consolidated statement of profit or loss and other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the shorter and longer term. As at 31 December 2022, the Group held cash and cash equivalents of approximately S\$2,271,000 (2021: S\$4,078,000), that are expected to be readily available to generate cash inflows for managing liquidity risk.

The Group maintains liquidity by a number of sources including orderly realisation of short-term financial assets, receivables and certain assets that the Group considers appropriate and long term financing including long-term borrowings are also considered by the Group in its capital structuring. The Group aims to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest-bearing borrowings which enable the Group to continue its business for the foreseeable future. As at 31 December 2022, the Group's total available banking facilities amounted to approximately S\$2,791,000 (2021: S\$2,702,000), of which approximately S\$291,000 (2021: S\$434,000) have been utilised as detailed in Note 28.

The table below analyses the non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period at the date of consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table were the contractual undiscounted cash flows and the earliest date the Group can be required to pay.

Specifically, for borrowings which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

	Contractual undiscounted cash flows			Total	Carrying amount
	On demand	Less than one year	One to five years		
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2022					
Trade and other payables	–	2,290	–	2,290	2,290
Borrowings	–	333	2	335	316
Lease liabilities	–	1,422	969	2,391	2,270
	–	4,045	971	5,016	4,876
As at 31 December 2021					
Trade and other payables	–	2,302	–	2,302	2,302
Borrowings	232	238	30	500	482
Lease liabilities	–	1,836	1,363	3,199	3,042
	232	4,376	1,393	6,001	5,826

The table below analyses the borrowings with a repayment on demand clause based on agreed repayment schedules set out in the loan agreements. The amounts include interest payments computed using contractual rates.

	Less than one year
	S\$'000
As at 31 December 2022	–
As at 31 December 2021	233

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of net debt to capital ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including borrowings and lease liabilities) less cash and cash equivalents. Total capital is calculated as "Total equity" as shown in the consolidated statement of financial position plus net debt.

	2022 S\$'000	2021 S\$'000
Total borrowings	2,586	3,524
Less: Cash and cash equivalents (Note 24)	(2,271)	(4,078)
Net debt (Note (a))	315	–
Total equity	9,125	10,749
Total capital	9,440	10,749
Net debt to capital ratio	3%	0%

(a) Net debt is presented as zero when the amount of cash and cash equivalents is higher than total borrowings.

3.3 Fair value estimation

(a) The fair values of receivables and payables carried at amortised cost as at 31 December 2022 and 2021 are not materially different from their carrying amounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(b) The following table presents the fair value of financial instruments measured at fair value at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 “Fair Value Measurement”. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3: Fair value measured using significant unobservable inputs.

The Group’s financial assets at FVTPL, representing equity securities listed in Hong Kong, are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined, in particular, the valuation technique(s) and input used.

	Fair value as at 31 December		Fair value hierarchy	Valuation technical(s) and key inputs
	2022 S\$'000	2021 S\$'000		
Financial assets at FVTPL Listed securities (Note 23)	<u>1,389</u>	<u>–</u>	Level 1	Quoted bid prices in an active market

The fair value of all the listed securities as at 31 December 2022 is measured based on the quoted closing prices as at that date. There were no transfer of the financial assets between the levels in both of the years presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Impairment of non-financial assets including goodwill

The Group assesses whether there are any indicators of impairment for property, plant and equipment, right-of-use assets and intangible assets with finite useful life at the end of the reporting period. These non-financial assets (other than goodwill) are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Goodwill is tested for impairment annually, irrespective of whether there is any indication that they may be impaired.

For the purposes of impairment testing, assets are allocated to its respective CGUs. The recoverable amounts of CGUs have been determined based on value in use calculations. These calculations require the use of estimates about future cash flows and discount rates. In the process of estimating expected future cash flows management makes assumptions about future revenues and profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of goodwill within the next financial year. Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors.

Details of the impairment assessment of non-financial assets including goodwill are disclosed in Note 17 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

5 SEGMENT INFORMATION

The CODM has been identified as the executive directors of the Group. The CODM monitors the operating results of its operating segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment results which in certain respects, set out below, are presented differently from operating profit or loss in the consolidated financial statements of the Group. The Group's reportable operating segments are as follows:

Continuing operations:

- Component parts;
- Sub-assembly parts; and
- Amusement machines and equipment;

Discontinued operation:

- Chinese liquor

In the previous financial year ended 31 December 2021, the Group has completed the disposal of the business of Chinese liquor and further disclosed in Note 13. In accordance with IFRS 5, the segment of Chinese liquor for the financial year ended 31 December 2021 were presented as discontinued operation in the Group's consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

5 SEGMENT INFORMATION (Continued)

(a) Segment results

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly depreciation and amortisation, selling and distribution expenses, administrative expenses, finance costs, other income and income tax expense.

Segment breakdown for the year ended 31 December 2022:

	Continuing operations			Discontinued operation		Total S\$'000
	Component parts S\$'000	Sub-assembly parts S\$'000	Amusement machines and equipment S\$'000	Sub-total S\$'000	Chinese liquor S\$'000	
Revenue from external customers						
Recognised at a point in time	8,104	1,498	758	10,360	-	10,360
Recognised over time	4,275	21	-	4,296	-	4,296
Segment revenue	12,379	1,519	758	14,656	-	14,656
Segment profit/(loss)	899	(254)	293	938	-	938
Unallocated expenses:						
Depreciation of property, plant and equipment						(20)
Depreciation of right-of-use assets						(125)
Amortisation of intangible assets						(13)
Finance costs						(145)
Others						(3,597)
Loss before income tax				(2,962)	-	(2,962)
Income tax expense				(101)	-	(101)
Gain on disposal of discontinued operation				-	-	-
Loss for the year				(3,063)	-	(3,063)
Other segment items:						
Depreciation of property, plant and equipment	398	48	-	446	-	446
Depreciation of right-of-use assets	1,280	141	-	1,421	-	1,421
Impairment loss on non-financial assets	-	-	-	-	-	-
Impairment loss on trade receivables	-	-	199	199	-	199

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

5 SEGMENT INFORMATION (Continued)

(a) Segment results (Continued)

Segment breakdown for the year ended 31 December 2021:

	Continuing operations			Discontinued operation		Total S\$'000
	Component parts S\$'000	Sub-assembly parts S\$'000	Amusement machines and equipment S\$'000	Sub-total S\$'000	Chinese liquor S\$'000	
Revenue from external customers						
Recognised at a point in time	10,426	1,650	1,587	13,663	-	13,663
Recognised over time	4,955	1,155	-	6,110	-	6,110
Segment revenue	<u>15,381</u>	<u>2,805</u>	<u>1,587</u>	<u>19,773</u>	<u>-</u>	<u>19,773</u>
Segment profit/(loss)	<u>3,967</u>	<u>(433)</u>	<u>(7,213)</u>	<u>(3,679)</u>	<u>-</u>	<u>(3,679)</u>
Unallocated expenses:						
Depreciation of property, plant and equipment						(71)
Depreciation of right-of-use assets						(199)
Amortisation of intangible assets						(100)
Finance costs						(241)
Others						(3,397)
Loss before income tax				(7,379)	(308)	(7,687)
Income tax expense				(161)	-	(161)
Gain on disposal of discontinued operation				-	667	667
(Loss)/profit for the year				<u>(7,540)</u>	<u>359</u>	<u>(7,181)</u>
Other segment items:						
Depreciation of property, plant and equipment	274	187	4	465	-	465
Depreciation of right-of-use assets	966	581	123	1,670	-	1,670
Impairment losses on non-financial assets	-	-	7,637	7,637	-	7,637
Impairment loss on trade receivables	-	-	11	11	-	11

(b) Segment assets and liabilities

The CODM does not monitor the measure of total assets and liabilities by each reportable segments for the purpose of allocating resources to segments and assessing their performance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

5 SEGMENT INFORMATION (Continued)

(c) Information about major customers

Revenue from 3 (2021: 3) external customers individually contributing over 10% of the total revenue of the Group (including continuing and discontinued operations) for the years ended 31 December 2022 and 2021 are as follows:

	2022 S\$'000	2021 S\$'000
Customer A	7,823	7,041
Customer B	2,155	4,172
Customer C	N/A	4,050
Customer D	2,141	N/A

The revenue from Customer C for the year ended 31 December 2022 did not contribute over 10% of the Group's total revenue for the year.

The revenue from Customer D for the prior year ended 31 December 2021 did not contribute over 10% of the Group's total revenue for that year.

The revenue generated from all major customers of the Group for the years ended 31 December 2022 and 2021 are attributed to the component parts and sub-assembly parts segments.

(d) Geographical segment

The following table shows the distribution of the Group's revenue from external customers (including continuing and discontinued operations) based on the geographical location of the customers:

	2022 S\$'000	2021 S\$'000
Asia	12,501	15,601
Europe	2,155	4,172
	14,656	19,773

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

5 SEGMENT INFORMATION (Continued)

(d) Geographical segment (Continued)

The following table shows the distribution of the Group's non-current assets other than financial instruments (including continuing and discontinued operations), by country:

	2022 S\$'000	2021 S\$'000
Singapore	4,679	4,644
Indonesia	181	315
	<u>4,860</u>	<u>4,959</u>

6 REVENUE

	2022 S\$'000	2021 S\$'000
Continuing operations		
Sale of goods	14,412	19,523
Rendering of tooling services	244	250
	<u>14,656</u>	<u>19,773</u>
Discontinued operation		
Sale of goods	—	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

6 REVENUE (Continued)

Assets and liabilities related to contracts with customers

The Group has recognised the following contract assets and contract liabilities related to contracts with customers:

	2022 S\$'000	2021 S\$'000
Contract assets arising from:		
— Sale of goods	50	1,601
Contract liabilities arising from:		
— Sale of goods	<u>206</u>	<u>1,699</u>

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on sales of goods. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer.

Movement in contract liabilities:

	2022 S\$'000	2021 S\$'000
Balance as at 1 January	1,699	3,251
Revenue recognised during the year that was included in the contract liabilities at the beginning of the year	(1,616)	(2,509)
Disposal of a discontinued operation (Note 13)	—	(462)
Increase in contract liabilities as a result of billing in advance of sale of goods	138	1,390
Exchange realignment	(15)	29
Balance as at 31 December	<u>206</u>	<u>1,699</u>

The Group applies the practical expedient in IFRS 15 and does not disclose information about its remaining performance obligation if the performance obligation is part of a contract that has an original expected duration of one year or less.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

7 OTHER INCOME

	2022 S\$'000	2021 S\$'000
Continuing operations		
Government grants	50	117
Sale of scrap materials	64	41
	<u>114</u>	<u>158</u>

There are no unfulfilled conditions or other contingencies attaching to the government grants.

8 OTHER (LOSSES)/GAINS – NET

	2022 S\$'000	2021 S\$'000
Continuing operations		
Changes in carrying value of the investment in a key management insurance contract	59	43
Currency exchange losses, net	(10)	(28)
Gain on disposal of property, plant and equipment	2	–
Gain on disposal of right-of-use assets	36	–
Fair value loss on financial assets at fair value through profit or loss (“FVTPL”)	(124)	–
Loss on disposal of financial assets at FVTPL	(26)	–
	<u>(63)</u>	<u>15</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

9 EXPENSES BY NATURE

	2022 S\$'000	2021 S\$'000
Continuing operations		
Advertisement	7	51
Amortisation of intangible assets (Note 17)	13	100
Auditor's remuneration		
— Audit services	163	246
— Non-audit services	—	—
Bank charges	33	12
Costs of inventories sold	6,648	8,145
Depreciation of property, plant and equipment (Note 15)	466	536
Depreciation of right-of-use assets (Note 16)	1,546	1,869
Employee benefit expenses (Note 10)	5,176	5,673
Entertainment	7	4
Expense relating to short-term leases	121	2
Impairment loss on trade receivables (Note 21)	199	11
Impairment losses on non-financial assets		
— Property, plant and equipment (Note 15)	—	7
— Right-of-use assets (Note 16)	—	248
— Goodwill (Note 17)	—	6,700
— Intangible assets (Note 17)	—	682
Insurance	112	82
Legal and professional fees	515	405
Postage and courier service	5	7
Printing and stationery	17	27
Provision for litigation (Note 27)	—	90
Repair and maintenance of property, plant and equipment	475	542
Research and development expenses	392	281
Telephone charges	28	32
Travelling expenses	59	43
Utilities	1,356	1,094
Others	186	195
	17,524	27,084
Represented by:		
Cost of sales	13,718	15,804
Impairment losses on non-financial assets	—	7,637
Impairment loss on trade receivables	199	11
Selling and distribution expenses	384	456
Administrative expenses	3,223	3,176
	17,524	27,084

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

10 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS’ EMOLUMENTS

(a) Employee benefit expenses

	2022 S\$'000	2021 S\$'000
Continuing operations		
Wages, salaries and allowances	4,132	4,413
Incentives	438	561
Retirement benefit costs		
— defined contribution plans	270	314
Others	336	385
	<u>5,176</u>	<u>5,673</u>
Discontinued operation		
Wages, salaries and allowances	–	223
Retirement benefit costs		
— defined contribution plans	–	35
	<u>–</u>	<u>258</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

10 EMPLOYEE BENEFIT EXPENSES — INCLUDING DIRECTORS' EMOLUMENTS (Continued)

(b) Directors' emoluments

The emoluments of individual director of the Company paid/payable by companies comprising the Group during the years ended 31 December 2022 and 2021 are presented below.

The remuneration of each director for the year ended 31 December 2022 is set out below:

	Fees S\$'000	Salaries, allowances and benefits in kind S\$'000	Bonus S\$'000	Employer's contribution to defined contribution plans S\$'000	Other benefits S\$'000	Total S\$'000
Executive directors						
— Mr. Phua Swee Hoe	30	240	20	7	–	297
— Ms. Ng Hong Kiew ⁽¹⁾	15	110	9	8	–	142
— Ms. Wu Haiyan	–	–	–	–	–	–
— Mr. Li Chun Fung ⁽²⁾	–	–	–	–	–	–
Non-executive director						
— Mr. Tay Koon Chuan	30	–	–	–	–	30
Independent non-executive directors						
— Mr. Tan Yew Bock	30	–	–	–	–	30
— Dr. Cheung Ka Yue ⁽³⁾	15	–	–	–	–	15
— Mr. Liang Qianyuan ⁽⁴⁾	10	–	–	–	–	10
— Mr. Kwa Teow Huat ⁽⁵⁾	15	–	–	–	–	15
— Mr. Au Chi Fung ⁽⁶⁾	15	–	–	–	–	15
— Ms. Huang Jiawen ⁽⁷⁾	20	–	–	–	–	20
	180	350	29	15	–	574

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

10 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS’ EMOLUMENTS (Continued)

(b) Directors’ emoluments (Continued)

The remuneration of each director for the year ended 31 December 2021 is set out below:

	Fees S\$’000	Salaries, allowances and benefits in kind S\$’000	Bonus S\$’000	Employer’s contribution to defined plans S\$’000	Other benefits S\$’000	Total S\$’000
Executive directors						
— Mr. Phua Swee Hoe	53	242	59	10	–	364
— Ms. Ng Hong Kiew	29	110	25	9	–	173
— Ms. Wu Haiyan	–	69	–	11	–	80
Non-executive director						
— Mr. Tay Koon Chuan	53	–	–	–	–	53
Independent non-executive directors						
— Mr. Tan Yew Bock	29	–	–	–	–	29
— Mr. Kwa Teow Huat	29	–	–	–	–	29
— Mr. Au Chi Fung	30	–	–	–	–	30
— Ms. Huang Jiawen	31	–	–	–	–	31
	<u>254</u>	<u>421</u>	<u>84</u>	<u>30</u>	<u>–</u>	<u>789</u>

Notes:

- (1) Ms. Ng Hong Kiew has resigned as an executive director on 30 June 2022.
- (2) Mr. Li Chun Fung was appointed as an executive director on 30 June 2022.
- (3) Dr. Cheung Ka Yue was appointed as an independent non-executive director on 30 June 2022.
- (4) Mr. Liang Qianyuan was appointed as an independent non-executive director on 31 August 2022.
- (5) Mr. Kwa Teow Huat has resigned as an independent non-executive director on 30 June 2022.
- (6) Mr. Au Chi Fung has resigned as an independent non-executive director on 30 June 2022.
- (7) Ms. Huang Jiawen has resigned as an independent non-executive director on 30 June 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

10 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' EMOLUMENTS (Continued)

(b) Directors' emoluments (Continued)

During the years ended 31 December 2022 and 2021, none of the directors of the Company waived any emoluments paid or payable by the Group companies. During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(i) Directors' retirement benefits

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking for the years ended 31 December 2022 and 2021.

(ii) Directors' termination benefits

No payment was made to directors as compensation for the early termination of the appointment for the years ended 31 December 2022 and 2021.

(iii) Consideration provided to third parties for making available directors' services

No payment was made to the former employer of directors for making available the services of them as a director of the Company for the years ended 31 December 2022 and 2021.

(iv) Information about loans, quasi-loans and other dealings in favour of directors, corporate bodies controlled by and connected entities with such directors

There are no loans, quasi-loans and other dealings entered into by the Group, where applicable, in favour of a director, for the years ended 31 December 2022 and 2021.

(v) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time for the years ended 31 December 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

10 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' EMOLUMENTS *(Continued)*

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include two (2021: two) directors for the year ended 31 December 2022, whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2021: three) individuals for the year ended 31 December 2022 are as follows:

	2022 S\$'000	2021 S\$'000
Wages, salaries and allowances	280	292
Bonus	14	45
Retirement benefit costs — defined contribution plans	38	42
	<u>332</u>	<u>379</u>

The emoluments of above individuals are within the following band:

	Number of individuals	
	2022	2021
Emoluments band Nil to HK\$1,000,000 (approximately to S\$177,900)	<u>3</u>	<u>3</u>

11 FINANCE COSTS

	2022 S\$'000	2021 S\$'000
Continuing operations		
Interest expenses on:		
— Lease liabilities	128	173
— Borrowings:		
Hire purchase loans	4	4
Trust receipt loans	2	27
Bank borrowings	11	37
	<u>145</u>	<u>241</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

12 INCOME TAX EXPENSE

The amount of income tax expense recognised in the consolidated statement of profit or loss and other comprehensive income represents:

	2022 S\$'000	2021 S\$'000
Continuing operations		
Current income tax charge	13	162
Under/(over) provision in prior years	8	(9)
	<u>21</u>	<u>153</u>
Deferred income tax charge (Note 20)	80	8
Income tax expense	<u>101</u>	<u>161</u>

The tax on the Group's loss before income tax differs from the theoretical amount as follows:

	2022 S\$'000	2021 S\$'000
Continuing operations		
Loss before income tax	<u>(2,962)</u>	<u>(7,379)</u>
Tax calculated at Singapore corporate income tax rate of 17% (Note (i))	(503)	(1,254)
Tax effect of:		
— difference in overseas tax rates	(55)	(4)
— expenses not deductible for tax purposes	417	1,478
— statutory income exemption	—	(17)
— income not taxable for tax purposes	(31)	(20)
— tax benefit	—	(13)
— tax loss not recognised	265	—
— Under/(over) provision of tax in prior years	8	(9)
Income tax expense	<u>101</u>	<u>161</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

12 INCOME TAX EXPENSE (Continued)

(i) Singapore corporate income tax

Singapore corporate income tax has been provided at the rate of 17% (2021: 17%) for the year ended 31 December 2022 on the chargeable income arising in Singapore during the year after offsetting any tax losses brought forward.

(ii) Cayman Islands profits tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and is exempted from the Cayman Islands income tax.

(iii) British Virgin Islands profits tax

The Company's subsidiary in the British Virgin Islands ("BVI") is exempted from BVI income tax, as it is incorporated under the International Business Companies Act of the BVI.

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

(iv) Hong Kong profits tax

No Hong Kong profits tax has been provided, as the Group has no taxable profit earned or derived in Hong Kong. The applicable Hong Kong profits tax rate is 16.5% (2021: 16.5%) for the year.

(v) PRC corporate income tax ("CIT")

One of the Group's PRC subsidiaries was approved as new and high technology enterprises pursuant to which the PRC subsidiary can enjoy a preferential CIT rate of 15% effective from 2020 to 2022. The income tax rate of the Group's remaining entities within the Group incorporated in the PRC is 25% (2021: 25%) for the year.

(vi) PRC withholding income tax

According to the CIT Law, a 10% withholding tax will be levied on the immediate holding companies established out of the PRC, in respect of earnings generated after 31 December 2007.

A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and the jurisdiction of the foreign immediate holding companies. During the year, no withholding tax has been provided as the directors have confirmed that the Group does not expect the PRC subsidiaries to distribute the retained earnings as at 31 December 2022 in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

13 DISCONTINUED OPERATION

In December 2021, the Group completed the disposal of its entire equity interest in, and amount due to the Group by, a wholly-owned subsidiary of the Company, Honour Goal International Limited, together with its subsidiaries, to an independent third party, for a consideration of approximately HK\$2.3 million (equivalent to approximately S\$407,000).

The principal activity of the subsidiaries is the trading of Chinese liquor and the segment of Chinese liquor is presented as discontinued operation for the year ended 31 December 2021.

The results and cash flows of the discontinued operation of Chinese liquor segment for the period from 1 January 2021 to 13 December 2021 were as follows:

	1 January 2021 to 13 December 2021 \$'000
Revenue	–
Cost of sales	–
Selling and distribution expenses	–
Administrative expenses	(308)
	<hr/>
Loss before income tax from discontinued operation	(308)
Income tax expense	–
	<hr/>
Loss after income tax from discontinued operation	(308)
Gain on disposal of discontinued operation	667
	<hr/>
Profit for the period from discontinued operation	359
	<hr/> <hr/>
Profit attributable to equity holders of the Company from discontinued operation	487
Loss attributable to non-controlling interests of the Company from discontinued operation	(128)
	<hr/>
	359
	<hr/> <hr/>
Cash flows from discontinued operation:	
Net cash from operating activities	1
Net cash from investing activities	–
Net cash from financing activities	–
	<hr/>
Net cash flows for the period	1
	<hr/> <hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

13 DISCONTINUED OPERATION (Continued)

A gain of approximately S\$667,000 arose on the disposal of discontinued operation was recognized for the financial year ended 31 December 2021. No tax charge or credit arose from the disposal. Net liabilities and the gain on disposal at the date of disposal were as follows:

	13 December 2021 \$'000
Analysis of assets and liabilities over which control was lost:	
Trade and other receivables	16
Cash and cash equivalents	125
Trade and other payables	(651)
Contract liabilities	(462)
	<u>(972)</u>
Net liabilities disposed of	<u>(972)</u>
Gain on disposal of discontinued operation:	
Consideration receivable*	407
Net liabilities disposed of	972
Release of exchange reserve	(37)
Non-controlling interests	(268)
Assignment of amount due to the Group	(407)
	<u>667</u>
Net cash outflow arising from disposal:	
Consideration received	–
Cash and cash equivalents disposed of	(125)
	<u>(125)</u>

* The consideration receivable of approximately S\$407,000 in relation to the disposal of Honour Goal International Limited and its subsidiaries was not yet received as at 31 December 2021 and 31 December 2022 and was included in other receivables (Note (21)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

14 (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective years.

The calculation of the basic (loss)/earnings per share for the year is based on the following:

	2022 S\$'000	2021 S\$'000
(Loss)/profit attributable to equity holders of the Company for calculation of basic (loss)/earnings per share		
— from continuing operations	(2,932)	(7,539)
— from discontinued operation	—	487
	<u>(2,932)</u>	<u>487</u>
— from continuing operations and discontinued operation	(2,932)	(7,052)
	<u>(2,932)</u>	<u>(7,052)</u>
	'000	'000
Weighted average number of ordinary shares in issue during the year for basic (loss)/earnings per share	526,531	461,166
	<u>526,531</u>	<u>461,166</u>
	S cents	S cents
Basic (loss)/earnings per share		
— from continuing operations	(0.56)	(1.63)
— from discontinued operation	—	0.11
	<u>(0.56)</u>	<u>0.11</u>
Basic loss per share from continuing operations and discontinued operation	(0.56)	(1.52)
	<u>(0.56)</u>	<u>(1.52)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

14 (LOSS)/EARNINGS PER SHARE (Continued)

(b) Diluted

Diluted loss per share for the year ended 31 December 2022 is not presented as the Company has no potential ordinary shares in issue during the year.

Diluted loss per share from continuing operations and discontinued operation and from continuing operations for the year ended 31 December 2021 is not presented as the conversion of the potential ordinary shares would have anti-dilutive effect to the loss per share for that year.

The calculation of diluted earnings per share from discontinued operations for the year ended 31 December 2021 based on the following:

	2021 S\$'000
Profit from discontinued operation attributable to equity holders of the Company for calculation of basic and diluted earnings per share	487
	thousands
Weighted average number of shares for calculation of basic earnings per share	461,166
Effect of dilutive potential shares:	
Weighted average number of contingent issued shares	1,929
Weighted average number of shares for calculation of diluted earnings per share	463,095
	S cents
Diluted earnings per share from discontinued operation	0.11

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

15 PROPERTY, PLANT AND EQUIPMENT

	Air conditioner S\$'000	Electrical installations S\$'000	Factory equipment, machinery and cleanroom facilities S\$'000	Office equipment, factory furniture, and fittings S\$'000	Renovations S\$'000	Motor vehicles S\$'000	Total S\$'000
At 1 January 2021							
Cost	389	220	15,009	1,208	792	440	18,058
Accumulated depreciation	(269)	(171)	(13,859)	(1,115)	(638)	(380)	(16,432)
Net book amount	<u>120</u>	<u>49</u>	<u>1,150</u>	<u>93</u>	<u>154</u>	<u>60</u>	<u>1,626</u>
Year ended 31 December 2021							
Opening net book amount	120	49	1,150	93	154	60	1,626
Additions	5	-	190	45	-	-	240
Disposal	-	-	-	-	-	-	-
Impairment (Note 9)	-	-	(7)	-	-	-	(7)
Depreciation (Note 9)	(44)	(18)	(312)	(42)	(64)	(56)	(536)
Net book amount	<u>81</u>	<u>31</u>	<u>1,021</u>	<u>96</u>	<u>90</u>	<u>4</u>	<u>1,323</u>
At 31 December 2021							
Cost	393	220	13,787	1,158	792	422	16,772
Accumulated depreciation and impairment	(312)	(189)	(12,766)	(1,062)	(702)	(418)	(15,449)
Net book amount	<u>81</u>	<u>31</u>	<u>1,021</u>	<u>96</u>	<u>90</u>	<u>4</u>	<u>1,323</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

	Air conditioner S\$'000	Electrical installations S\$'000	Factory equipment, machinery and cleanroom facilities S\$'000	Office equipment, factory furniture, and fittings S\$'000	Renovations S\$'000	Motor vehicles S\$'000	Total S\$'000
Year ended 31 December 2022							
Opening net book amount	81	31	1,021	96	90	4	1,323
Additions	5	-	177	39	550	-	771
Disposal	-	-	(19)	(20)	-	-	(39)
Depreciation (Note 9)	(39)	(15)	(282)	(42)	(84)	(4)	(466)
Net book amount	<u>47</u>	<u>16</u>	<u>897</u>	<u>73</u>	<u>556</u>	<u>-</u>	<u>1,589</u>
At 31 December 2022							
Cost	398	220	13,072	1,133	1,342	422	16,587
Accumulated depreciation and impairment	(351)	(204)	(12,175)	(1,060)	(786)	(422)	(14,998)
Net book amount	<u>47</u>	<u>16</u>	<u>897</u>	<u>73</u>	<u>556</u>	<u>-</u>	<u>1,589</u>

Depreciation expense of S\$446,000 (2021: S\$465,000) and S\$20,000 (2021: S\$71,000) have been charged to cost of sales and administrative expenses, respectively, for the year ended 31 December 2022.

During the year ended 31 December 2022, the Group has disposed of certain factory equipments and furniture and fitting with carrying amount of S\$39,000 at consideration of S\$41,000, which gave rise to gain on disposal of S\$2,000.

As at 31 December 2022, amount of motor vehicle under hire purchase loans was approximately S\$Nil (2021: S\$4,000).

In the previous financial year ended 31 December 2021, an impairment loss on property, plant and equipment of approximately S\$7,000 was recognised. Details of the impairment assessment are set out in Note 17.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

16 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(i) Amounts recognised in the consolidated statement of financial position

	2022 S\$'000	2021 S\$'000
Right-of-use assets		
Property	1,917	2,389
Office equipment	6	29
Motor vehicle	273	189
	2,196	2,607
Lease liabilities		
Current	1,347	1,723
Non-current	923	1,319
	2,270	3,042

Additions to the right-of-use assets in respect of properties and motor vehicle for the year ended December 2022 were S\$1,000,000 and S\$312,000 respectively at a total of S\$1,312,000 (2021: S\$385,000).

During the year ended 31 December 2022, the Group had entered into a hire purchase arrangement, in respect of a motor vehicle with total capital value of S\$312,000, at the inception of the lease of approximately S\$186,000 (2021: S\$Nil). Meantime, the Group disposed a motor vehicle with the carrying amount of right-of-use assets amounted to S\$176,000 and respective carrying amount of lease liabilities amounted to S\$108,000, at a trade-in consideration of S\$105,000 to account for the capital value of this hire purchase arrangement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

16 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(ii) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income

	2022 S\$'000	2021 S\$'000
Impairment loss on right-of-use assets		
Property (Note 9)	–	248
Depreciation charge of right-of-use assets		
Property	1,471	1,794
Office equipment	23	23
Motor vehicle	52	52
	1,546	1,869

Details of the impairment assessment of the Group's right-of-use assets are disclosed in Note 17.

(iii) The Group's leasing activities and how these are accounted for

The Group leases various offices, factories, motor vehicle and copiers. Rental contracts are typically made for fixed periods of 3 year to 5 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

(iv) Variable lease payments

There are no variable lease payments in the rental contracts.

(v) Residual value guarantees

The Group does not provide residual value guarantees in relation to equipment leases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

17 GOODWILL AND INTANGIBLE ASSETS

The net carrying amounts of goodwill and intangible assets were analysed as follows:

	2022 S\$'000	2021 S\$'000
Goodwill	–	–
Intangible assets	20	33
	<u>20</u>	<u>33</u>

Goodwill relates to the acquisition of Savour Talent Global Limited and its subsidiaries (together “**Savour Group**”) during the year ended 31 December 2020.

Intangible assets represent trademark, patents and license rights for technical know-how relating to the manufacturing processes for microfluidic chips and systems and the customer relationships in relation to the development, manufacturing, sales and installation of amusement machines and equipment in the PRC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

17 GOODWILL AND INTANGIBLE ASSETS (Continued)

	Goodwill S\$'000	Customer relationships S\$'000	Trademark, patents and licenses S\$'000	Total S\$'000
At 1 January 2021				
Cost	6,845	830	180	7,855
Accumulated amortisation	–	(81)	(133)	(214)
Net book amount	<u>6,845</u>	<u>749</u>	<u>47</u>	<u>7,641</u>
Year ended 31 December 2021				
Opening net book amount	6,845	749	47	7,641
Amortisation (Note 9)	–	(86)	(14)	(100)
Impairment (Note 9)	(6,700)	(682)	–	(7,382)
Exchange realignment	(145)	19	–	(126)
Closing net book amount	<u>–</u>	<u>–</u>	<u>33</u>	<u>33</u>
At 31 December 2021				
Cost	6,827	870	180	7,877
Accumulated amortisation and impairment	(6,827)	(870)	(147)	(7,844)
Net book amount	<u>–</u>	<u>–</u>	<u>33</u>	<u>33</u>
Year ended 31 December 2022				
Opening net book amount	–	–	33	33
Amortisation (Note 9)	–	–	(13)	(13)
Closing net book amount	<u>–</u>	<u>–</u>	<u>20</u>	<u>20</u>
At 31 December 2022				
Cost	6,241	795	180	7,216
Accumulated amortisation and impairment	(6,241)	(795)	(160)	(7,196)
Net book amount	<u>–</u>	<u>–</u>	<u>20</u>	<u>20</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

17 GOODWILL AND INTANGIBLE ASSETS (Continued)

Impairment assessment for the prior year ended 31 December 2021

Goodwill is monitored by management at the level of operating segment. The carrying amount of goodwill had been allocated to the CGU relating to the operations of Savour Group within the segment of amusement machines and equipment. The recoverable amount of the CGU is determined based on value in use calculations or fair value less costs of disposal with reference to market price, whichever is higher.

The recoverable amount of the CGU has been determined from value in use calculations, based on the valuation carried out by an independent professional valuer and the cash flow projections. The Group prepared cash flow projections derived from a five-year financial budget plan approved by the management. The discount rate of 22% used for value in use calculations was pre-tax and reflect specific risks relating to the CGU. Growth rate used to extrapolate the cash flows beyond the five-year budget plan was 2% which did not exceed the long-term growth rate of the industry as forecasted by the management. Other key assumptions for the value in use calculations related to the estimation of cash inflows or outflows which included budgeted sales and gross margin. Such estimation was based on the CGU's past performance and management's expectations for the market developments.

In the prior financial year ended 31 December 2021, the ongoing global health emergency resulting from the COVID-19 pandemic has led to a significant disruption in Chinese exports, large scale manufacturing interruption and closure of assembly plants. This places intense pressure on the amusement machines and equipment industry and causes a significant adverse impact on the sales performance and the estimated value in use of the CGU relating to the operations of Savour Group.

As a result, the recoverable amount of the CGU is lower than the carrying amounts of the non-financial assets arising from the CGU, impairment losses on property, plant and equipment (Note 15), right-of-use assets (Note 16), goodwill and customer relationships of approximately S\$7,000, S\$248,000, S\$6,700,000 and S\$682,000 were recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

18 INVESTMENT IN A KEY MANAGEMENT INSURANCE CONTRACT

	2022 S\$'000	2021 S\$'000
Unlisted investment — Key management insurance contract	<u>1,055</u>	<u>996</u>

The key management insurance contract relates to an insurance policy insured on a key management of the Company. The insurance policy can be voluntarily terminated before the maturity in December 2040 or any of the insured event occurs. The key management insurance contract is denominated in S\$.

The change in carrying amount of such investment during the year is included in “Other gains — net” in the consolidated statement of comprehensive income (Note 8).

As at 31 December 2022 and 2021, the carrying amount of the key management insurance contract were estimated by making reference to the cash surrender values set out in the insurance contract.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

19 FINANCIAL INSTRUMENTS BY CATEGORY

	2022 S\$'000	2021 S\$'000
Financial assets per consolidated statement of financial position		
Financial assets measured at amortised cost		
— Trade and other receivables	4,600	6,414
— Cash and cash equivalents	2,271	4,078
Financial assets at FVTPL	1,389	—
Total	8,260	10,492
Financial liabilities per consolidated statement of financial position		
Financial liabilities measured at amortised cost		
— Trade and other payables	2,859	2,302
— Borrowings	316	482
— Lease liabilities	2,270	3,042
Total	5,445	5,826

20 DEFERRED INCOME TAX LIABILITIES

	2022 S\$'000	2021 S\$'000
Deferred income tax liabilities	219	139

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

20 DEFERRED INCOME TAX LIABILITIES (Continued)

The movements in deferred income tax liabilities during the year are as follows:

	2022 S\$'000	2021 S\$'000
At beginning of the year	139	131
Charge for the year (Note 12)	80	8
At end of the year	<u>219</u>	<u>139</u>

Deferred income tax assets from tax losses carried forward are recognised to the extent that the realisation of the related tax benefits through future taxable profit is probable. In assessing recoverability of deferred income tax assets, the Group takes into account scheduled reversal of deferred income tax liabilities, projected future taxable profit and tax planning. No deferred tax has been recognised in respect of the estimated unused tax losses due to unpredictability of future profit streams.

As at 31 December 2022, the Group has unrecognised tax losses of approximately S\$1,559,000 (2021: S\$Nil) carry forward for offsetting against future taxable income and such tax losses will be carried forward for 5 years.

21 TRADE AND OTHER RECEIVABLES

	2022 S\$'000	2021 S\$'000
Current		
Trade receivables	3,423	3,987
Less: provision for impairment of trade receivables	(199)	(11)
	<u>3,224</u>	<u>3,976</u>
Prepayments	45	180
Deposits	831	1,916
Amount due from non-controlling interest	–	49
Others	631	473
	<u>4,731</u>	<u>6,594</u>

The carrying amounts of trade and other receivables approximate their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

21 TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables

The Group normally grants 30 to 90 days (2021: 30 to 90 days) credit terms to its customers. As at 31 December 2022 and 2021, the ageing analysis of gross trade receivables based on invoice date is as follows:

	2022 S\$'000	2021 S\$'000
1 to 30 days	939	1,371
31 to 60 days	959	1,027
61 to 90 days	786	814
Over 90 days	739	775
	3,423	3,987

The Group applies the simplified approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

Note 3.1(b) provides details about the rationale and calculation of the allowance.

Movements on the provision for impairment of trade receivables are as follows:

	2022 S\$'000	2021 S\$'000
At beginning of the year	11	–
Provision for impairment (Note 8)	199	11
Exchange realignment	(11)	–
At end of the year	199	11

The Group's gross trade receivables are denominated in the following currencies:

	2022 S\$'000	2021 S\$'000
S\$	1,784	2,422
RMB	622	933
USD	1,017	632
	3,423	3,987

Amount due from non-controlling interest

The amount due from non-controlling interest is unsecured, interest free and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

22 INVENTORIES

	2022 S\$'000	2021 S\$'000
Goods on hand		
Raw materials	1,220	1,792
Work-in-progress	907	1,035
Finished goods	889	850
	<u>3,016</u>	<u>3,677</u>

23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 S\$'000	2021 S\$'000
Equity securities listed in Hong Kong, at fair value	<u>1,389</u>	<u>–</u>

24 CASH AND CASH EQUIVALENTS

	2022 S\$'000	2021 S\$'000
Cash and bank balances	<u>2,271</u>	<u>4,078</u>

The Group's cash and cash equivalents are denominated in the following currencies:

	2022 S\$'000	2021 S\$'000
S\$	1,882	3,794
USD	249	149
Hong Kong dollar ("HK\$")	39	38
RMB	99	92
Indonesia Rupiah ("IDR")	1	3
Japanese Yen	1	2
	<u>2,271</u>	<u>4,078</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

25 SHARE CAPITAL AND SHARE PREMIUM

	2022 S\$'000	2021 S\$'000
Share capital	984	822
Share premium	18,290	16,830
	<u>19,274</u>	<u>17,652</u>

The movements of share capital and share premium of the Company are as follows:

	No. of ordinary shares of HK\$0.01 each	Share capital S\$'000	Share premium S\$'000
Authorised:			
At 1 January 2021/2022 and 31 December 2021/2022	<u>10,000,000,000</u>	<u>17,296</u>	<u>–</u>
Issued and fully paid:			
At 1 January 2021	460,000,000	793	15,127
Arising from a business combination (Note (a))	<u>16,371,790</u>	<u>29</u>	<u>1,703</u>
At 31 December 2021	<u>476,371,790</u>	<u>822</u>	<u>16,830</u>
At 1 January 2022	476,371,790	822	16,830
Issue of ordinary shares for cash (Note (b))	<u>92,000,000</u>	<u>162</u>	<u>1,460</u>
At 31 December 2022	<u>568,371,790</u>	<u>984</u>	<u>18,290</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

25 SHARE CAPITAL AND SHARE PREMIUM *(Continued)*

- (a) In connection with the acquisition of Savour Talent Global Limited (“Savour Group”) in prior years, the Company issued 16,371,790 new shares in November 2021 to the vendor to satisfy the 2020 Performance Bonus in accordance with the relevant acquisition agreement. The contingent consideration included in other reserve which represent the estimated fair value of the 2020 Performance Bonus at the date of acquisition amounted to approximately S\$1,732,000 was transferred to share capital and share premium.
- (b) On 16 June 2022, the Company issued 92,000,000 new shares at a price of HK\$0.10 per share which gave rise to proceeds of S\$1,622,000 (after deducting related expenses) received by the Group.

26 RESERVES

Capital reserve of the Group represented the difference between the share capital of the subsidiaries acquired pursuant to the reorganisation completed on 19 December 2017 over nominal value of the share capital of the Company issued in exchange thereof and the contributions from the controlling shareholders by way of capitalisation of the shareholder’s loan.

Other reserve represents contingent consideration from the business combination in relation to acquisition of Savour Group occurred during the year ended 31 December 2020. As the contingent consideration was fully settled, the balance of the other reserve amounted to S\$172,000 was transferred to accumulated losses during the current year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

27 TRADE AND OTHER PAYABLES

	2022 S\$'000	2021 S\$'000
Trade payables (Note a)		
— Third parties	1,148	1,115
Other payables and accruals		
— Accrued expenses	570	716
— Provision for litigation (Note b)	90	90
— Others	1,142	1,187
	2,950	3,108

(a) Trade payables

As at 31 December 2022 and 2021, the ageing analysis of the trade payables by invoice date is as follows:

	2022 S\$'000	2021 S\$'000
1 to 30 days	620	458
31 to 60 days	235	372
61 to 90 days	142	21
More than 90 days	151	264
	1,148	1,115

The Group's trade payables are denominated in the following currencies:

	2022 S\$'000	2021 S\$'000
S\$	752	385
USD	221	356
RMB	158	181
Euro	–	106
IDR	17	29
GBP	–	58
	1,148	1,115

The carrying amounts of trade payables approximate their fair values, due to their short-term nature.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

27 TRADE AND OTHER PAYABLES (Continued)

(b) On 9 September 2021, the plaintiff, a company engaged in the business of developing and distributing software, issued and filed a statement of claim against a subsidiary of the Company, Inzign Pte Ltd, under the High Court of the Republic of Singapore (the “**High Court**”) for the infringement of the plaintiff’s software copyright. On 1 March 2023, Inzign Pte Ltd received the final judgment in relation to the legal action under which the amount of compensations for the claim, together with the legal costs incurred, approximate the provision of S\$90,000 recognised in the consolidated financial statements.

28 BORROWINGS

	2022 S\$'000	2021 S\$'000
Non-current		
Hire purchase loans	2	25
Current		
Bank borrowings	291	202
Trust receipt loans	–	232
Hire purchase loans	23	23
	314	457
Total borrowings	316	482

As at 31 December 2022 and 2021, the Group’s borrowings were repayable as follows:

	2022 S\$'000	2021 S\$'000
Within 1 year	314	457
Between 1 and 2 years	2	23
Between 2 and 5 years	–	2
	316	482

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

28 BORROWINGS (Continued)

The average effective interest rates per annum at end of each year were set out as follows:

	2022 S\$'000	2021 S\$'000
Bank borrowings	4.45%	4.45%
Trust receipt loans	Nil	3.03%
Hire purchase loans	4.83%	4.83%

The carrying amounts of borrowings of the Group approximate their fair values as at 31 December 2022 and 2021 and are denominated in S\$ and RMB.

As at 31 December 2022, bank borrowings of approximately S\$291,000 (2021: S\$202,000) was secured by personal guarantees provided by a shareholder of Xingyi and his spouse to the extent of approximately S\$291,000 (2021: S\$202,000).

As at 31 December 2022, the Group's total available banking facilities amounted to approximately S\$2,791,000 (2021: S\$2,702,000), of which approximately S\$291,000 (2021: S\$434,000) have been utilised. The Group's unutilised banking facilities and the trust receipt loans were secured by a corporate guarantee from the Company and a deposit placed by a shareholder.

As at 31 December 2022 and 2021, the hire purchase loans were secured by the lender's charge over the underlying assets.

29 PROVISION

	2022 S\$'000	2021 S\$'000
Non-current		
Provision for reinstatement costs	1,180	1,427

Provision for reinstatement costs were recognised for the expected costs associated with restoring the leased office and factory space by the Group upon expiry of leases from landlords to its original condition based on the requirements of the lease contract. Provision for reinstatement costs is the present value of the estimated costs of dismantlement, removal and restoration to be incurred for the leased office and factory space. The provision is based on estimates made from historical data associated with reinstatement works on contracts of similar nature using technology and materials that are currently available.

30 COMMITMENTS

The Group has no material commitments as at 31 December 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

31 DIVIDENDS

The Board of Directors of the Company did not recommend the payment of a dividend for the year ended 31 December 2022 (2021: Nil).

32 RELATED PARTY TRANSACTIONS

For the purposes of this consolidated financial statements, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business during the year.

(a) Key management compensation

Key management includes executive directors of the Group. The compensation paid or payable to key management for employee services is disclosed in Note 10(b).

33 PRINCIPAL SUBSIDIARIES OF THE COMPANY

The following is a list of the principal subsidiaries at 31 December 2022:

Company name	Place of incorporation/ establishment and kind of legal entity	Registered/ issued and paid-up capital	Principal activities/place of operation	Proportion of ordinary shares directly held by the Company	Proportion of ordinary shares held by the Group
Directly held by the Company					
Eastlyn Global Limited	BVI, limited liability company	USD2,000	Investment holding/ Singapore	100%	100%
Savour Talent Global Limited	BVI, limited liability company	USD50,000	Investment holding/ Hong Kong	100%	100%
Indirectly held by the Company					
Inzign Pte Ltd	Singapore, limited liability company	S\$1,118,000	Manufacturing of plastics articles and products/ Singapore	–	100%
P.T. Inzign	Indonesia, limited liability company	IDR2,662,500,000	Manufacturing of plastics articles and products/ Indonesia	–	99%
Medizign Pte Ltd	Singapore, limited liability company	S\$1,000	Inactive/Singapore	–	100%
Jingchen International Co., Limited	Hong Kong, limited liability company	HK\$10,000	Investment holdings/ Hong Kong	–	100%
Xingyi Entertainment Co., Ltd* (“Xingyi”)	PRC, limited liability company [#]	Registered capital: RMB5,000,000	Development, manufacturing, sales and installation of amusement machines and equipment/China	–	80%

[#] Xingyi is registered as a limited liability company (joint venture established by investors from Taiwan, Hong Kong and Macau and domestic companies) under PRC law.

None of the subsidiaries had issued any debt securities at the end of the year.

The Group had no subsidiaries that have material non-controlling interests.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

34 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

This section sets out the reconciliation of liabilities arising from financing activities for the years ended 31 December 2022 and 2021:

	1 January 2022 S\$'000	Proceeds from borrowings S\$'000	Principal and interest payments S\$'000	Exchange realignment S\$'000	Other changes		31 December 2022 S\$'000
					Interest expense S\$'000	Non-cash addition/ modification S\$'000	
Borrowings	482	308	(467)	(24)	17	-	316
Lease liabilities	3,042	-	(1,937)	(41)	128	1,078	2,270
	<u>3,524</u>	<u>308</u>	<u>(2,404)</u>	<u>(65)</u>	<u>145</u>	<u>1,078</u>	<u>2,586</u>

	1 January 2021 S\$'000	Proceeds from borrowings S\$'000	Principal and interest payments S\$'000	Exchange realignment S\$'000	Other changes		31 December 2021 S\$'000
					Interest expense S\$'000	Non-cash addition/ modification S\$'000	
Borrowings	1,521	1,810	(2,944)	27	68	-	482
Lease liabilities	3,592	-	(2,060)	17	173	1,320	3,042
	<u>5,113</u>	<u>1,810</u>	<u>(5,004)</u>	<u>44</u>	<u>241</u>	<u>1,320</u>	<u>3,524</u>

35 EVENTS OCCURRING AFTER THE REPORTING PERIOD

Up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that had come into the attention of the directors of the Company subsequent to the end of the reporting period (i.e. 31 December 2022).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

	Notes	2022 S\$'000	2021 S\$'000
ASSETS			
Non-current assets			
Investments in subsidiaries		8,058	8,058
Current assets			
Amounts due from subsidiaries		3,301	2,439
Other receivables		415	414
Cash and cash equivalents		36	33
		3,752	2,886
Total assets		11,810	10,944
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	25	984	822
Share premium	25	18,290	16,830
Capital reserve	(a)	5,221	5,221
Other reserve	(a)	–	172
Accumulated losses	(a)	(12,982)	(12,555)
Total equity		11,513	10,490
LIABILITIES			
Current liabilities			
Amounts due to subsidiaries		32	32
Other payables		265	422
		297	454
Total liabilities		297	454
Total equity and liabilities		11,810	10,944

The statement of financial position of the Company was approved by the Board of Directors on 29 March 2023 and is signed on its behalf by:

Mr. Phua Swee Hoe
Director

Mr. Li Chun Fung
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(a) Reserve movement of the Company

	Share Premium S\$'000	Capital reserve S\$'000	Other reserve S\$'000	Accumulated losses S\$'000
At 1 January 2021	15,127	5,221	1,904	(6,349)
Arising from a business combination (Note 25(a))	1,703	–	(1,732)	–
Loss for the year	–	–	–	(6,206)
At 31 December 2021	<u>16,830</u>	<u>5,221</u>	<u>172</u>	<u>(12,555)</u>
At 1 January 2022	16,830	5,221	172	(12,555)
Issue of shares (Note 25(b))	1,460	–	–	–
Loss for the year	–	–	–	(599)
Transfer of other reserve to accumulated losses	–	–	(172)	172
At 31 December 2022	<u>18,290</u>	<u>5,221</u>	<u>–</u>	<u>(12,982)</u>

FINANCIAL SUMMARY

For the year ended 31 December 2022

A summary of the results and of the assets and liabilities of the Group for the last five years is as follow:

	2022 S\$'000	2021 S\$'000	2020 S\$'000	2019 S\$'000	2018 S\$'000
Revenue	14,656	19,773	23,205	15,212	16,500
Cost of sales	(13,718)	(15,804)	(18,155)	(13,691)	(14,587)
Gross profit	938	3,969	5,050	1,521	1,913
Other income	114	158	1,122	214	161
Other (losses)/gains — net	(63)	15	50	(7)	(155)
Impairment losses on non-financial asset	—	(7,637)	—	—	—
Impairment loss on trade receivable	(199)	(11)	—	—	—
Selling and distribution expenses	(384)	(456)	(410)	(359)	(286)
Administrative expenses	(3,223)	(3,176)	(3,819)	(3,001)	(4,533)
Operating (loss)/profit	(2,817)	(7,138)	1,993	(1,632)	(2,900)
Finance costs	(145)	(241)	(310)	(318)	(148)
Finance income	—	—	—	—	34
Finance costs — net	(145)	(241)	(310)	(318)	(114)
(Loss)/profit before income tax	(2,962)	(7,379)	1,683	(1,950)	(3,014)
Income tax (expense)/credit	(101)	(161)	(380)	230	(87)
(Loss)/profit from continuing operations	(3,063)	(7,540)	1,303	(1,720)	(3,101)
Discontinued operation					
Profit/(loss) from discontinued operation (net of tax)	—	359	(566)	—	—
(Loss)/profit for the year	(3,063)	(7,181)	737	(1,720)	(3,101)
Other comprehensive income	(183)	(18)	143	1	—
Total comprehensive income for the year	(3,246)	(7,199)	880	(1,719)	(3,101)

FINANCIAL SUMMARY

For the year ended 31 December 2022

A summary of the results and of the assets and liabilities of the Group for the last five years is as follow: (Continued)

	2022 S\$'000	2021 S\$'000	2020 S\$'000	2019 S\$'000	2018 S\$'000
Asset and liabilities					
Total assets	16,317	20,909	32,159	17,792	15,222
Total liabilities	7,192	10,160	14,479	9,775	5,575
Net assets	9,125	10,749	17,680	8,017	9,647
Equity					
Capital and reserve attributable to equity holders of the Company	8,647	10,100	17,173	7,996	9,655
Non-controlling interests	478	649	507	21	(8)
Total equity	9,125	10,749	17,680	8,017	9,647