

Poised for Success

ANNUAL REPORT 2022



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Financial Contents



Integrated Property Developer in Asia

Established in 1998 and headquartered in Singapore, OKH Global Ltd. (“OKH Global” or “the Company”) and its subsidiaries (collectively, the “Group”) is an integrated property developer with a strategic focus on logistics and industrial properties.

Interlinking strategic investments with our capabilities in property development, the Group aims to further strengthen our business presence in Asia and beyond.



Our Values



TEAMWORK

Every employee plays an essential role in our company. We achieve success by promoting a collaborative work environment in which everyone is committed to achieve our corporate goals based on open and honest communications while showing care and support for each other.



INNOVATION

In every aspect of our business, we embrace innovation and creativity by challenging conventional practices and inspiring continuous improvement to stay at the forefront of sustainable solutions.



PROFESSIONALISM

Our professionalism is the foundation of our corporate performance. We apply both our extensive industry knowledge and technical competence to competitive advantage and conduct ourselves at all times in a manner which we strive for excellence in our work and add value to what we do.



EFFICIENCY

We incorporate effective use of technology, develop performance measures, communicate outcomes and results and implement necessary changes to provide fast and high quality services at low transactional costs.



INTEGRITY

We remain accountable at all times to all our stakeholders, both internal and external. Through unquestionable honesty, openness and fairness, we take pride in conducting ourselves morally, legally and ethically while delivering excellence to our customers.



RESPECT

We take pride in the diversity of our workplace and address our disparities professionally. We view differences of opinion as opportunities that can be used to improve our businesses and acknowledge the contributions of each individual regardless of their background and treat people as we would like to be treated ourselves.

Joint Message by Non-Executive Chairman and Executive Director & CEO



MRS. CELINE TANG
Non-Executive Chairman

MR. LOCK WAI HAN
Executive Director &
Chief Executive Officer

DEAR SHAREHOLDERS,

On behalf of the Board of OKH Global Ltd (“OKH” or the “Company” and its subsidiaries, the “Group”), we will like to present to you OKH’s Annual Report for the financial year ended 30 June 2022 (“FY2022”).

The last twelve months has once again reminded us how swiftly and starkly change can be, from virus mutations to geopolitical tensions and spiking inflation.

Singapore has been lauded as highly effective in its management of COVID-19 with the economy returning towards the path of recovery boosted by the easing of pandemic-related restrictions.

Closely related to the overall health of Singapore’s economy, our business model comprises property investment, property development and construction services.

Over the past few years, we have strategically focused on strengthening the Group’s recurring income base via the Group’s property investment segment, which comprises mainly of industrial properties in Singapore. In addition, we have undertaken various cost-cutting measures to conserve our financial resources as part of our initiatives to mitigate the business impact of the evolving COVID-19 situation and strengthen our operational resiliency.

For FY2022, the Group’s revenue increased slightly to S\$16.46 million, which was mainly attributed to higher leasing activities from the Group’s property investment segment, with gross profit of S\$13.62 million.

During FY2022, the Group generated net cash from operating activities of S\$1.36 million and as at 30 June 2022, the Group’s cash and cash balances increased to S\$14.56 million. Total assets stood at S\$140.28 million with total liabilities of S\$87.15 million and as at end of June 2022, the Group’s net asset value per ordinary share is approximately S\$0.05.

Joint Message by Non-Executive Chairman and Executive Director & CEO

Revenue

S\$ **16.46** million

(FY2021: S\$16.1 million)

Gross Profit

S\$ **13.62** million

(FY2021: S\$13.7 million)

More details can be found in the financial review section in the next few pages of this Annual Report.

While the COVID-19 pandemic has become endemic, the Singapore economy can potentially face uneven growth due to the uncertainties related to geopolitical risks and supply chain disruptions.

According to data released by JTC in July 2022, it expects around 1.6 million square metres of new industrial space to hit the market in the second half of 2022. Some 43 per cent of the new supply will be from single-user factory spaces, 30 per cent from multiple-user factory spaces and 27 per cent from warehouse and business park spaces.

JTC also expects around 2.7 million square metres of industrial space to be completed between 2023 and 2025, which translates to an average annual supply of around 1.2 million square metres from now until the end of 2025. The average annual supply and demand for industrial space was around 700,000 square metres over the past 3 years.

With a robust supply pipeline and barring any sharp slowdown in the global economy, we expect the demand for industrial space in 2022/2023 to be robust and occupancy relatively stable, before price and rental growth slowdown in the medium term.

As a Group, we will continue to concentrate on our core business strategy in cash flow generation and unlocking value in our property investment portfolio via the enhancement of the occupancy and leasing rates of our properties. In addition, we will proactively evaluate opportunities to monetise some of the assets under our property portfolio.

A NOTE OF APPRECIATION AND THANKS

Despite a period of many changes and uncertainties, OKH has weathered another challenging year, but remains on a stronger footing for the long term.

As seen over the past few years, we will not be afraid to make difficult decisions. Our internal business functions have been streamlined, our costs base and gearing have also been reduced so as to strengthen our business resiliency.

Once again, these progress would not have been possible without the support, understanding and cooperation of our stakeholders.

On behalf of our Board, we would like to express our appreciation to our employees and management team for their continuing hard work and efforts over the past twelve months.

We are also grateful to our fellow directors for their valuable insights and guidance during this period of constant change.

Last but not least, we would also like to express our sincere thanks to our valued customers, bankers and business partners for their trust and unwavering support, as well as to you, our shareholders, for your continued confidence and support.

Thank you!

MRS. CELINE TANG
Non-Executive Chairman

MR. LOCK WAI HAN
Executive Director & Chief Executive Officer

Board of Directors



MRS. CELINE TANG
Non-Executive Chairman

Mrs. Tang was appointed as the Executive Chairman and Chief Executive Officer of the Company on 2 August 2016 and ceased to be the Chief Executive Officer of the Company upon appointment of Mr. Lock Wai Han as the Chief Executive Officer of the Company with effect from 5 October 2016.

Mrs. Tang has been based in Singapore for more than 20 years and has an extensive understanding of Singapore's business operating environment. Mrs. Tang is currently the Group Managing Director of SingHaiyi Group Pte. Ltd. Mrs. Tang is also currently serving as the Executive Director of Haiyi Holdings Pte Ltd ("Haiyi"), where she oversees its daily operations and decision-making since 2003. She has served as the Executive Director of Tang Dynasty Pte Ltd since its inception in 1995 and has been instrumental in growing the trading and investment company to its scale today. Prior to that, Mrs. Tang was the Assistant Judicial Officer of Shantou Longhu District Court, China. She has been a Director of APIC, a diversified international investment holding company with businesses throughout the US and China, since 2001.

Mrs. Tang graduated with a Bachelor's Degree in Literature from China People's University for Police Officers (now known as People's Public Security University of China). She is the spouse of Mr. Gordon Tang, the founder of Haiyi and an esteemed entrepreneur with a stellar track record in real estate and investments and a philanthropist who actively drives sports related charity activities. Mr. and Mrs Tang are the owners of Aloha Sea Sports Club, which rents out equipment for water sports and conducts a wide range of water sport courses. All profits generated from the centre are donated for the development of sailing in Singapore. During the Covid-19 pandemic, Mr. and Mrs. Tang also extended S\$3 million through the Haiyi Group of companies to SME Help Fund, which was set up to assist local small and medium enterprises in a bid to alleviate their temporary cashflow issues during the coronavirus outbreak.

Possessing a strong belief in giving back to the society, Mrs. Tang sponsors student scholarships and grants, and supports activities in several Singapore schools such as West Spring Secondary School, JuYing Secondary School and Crest Secondary School.



MR. LOCK WAI HAN
Executive Director and
Chief Executive Officer

Mr. Lock was appointed as the Executive Director and Chief Executive Officer of the Company on 5 October 2016.

Mr. Lock is responsible for the strategic development of the Group's business activities, where he oversees all key aspects of the Group's business functions and is responsible for the business development and investment opportunities of the Group.

Mr. Lock brings with him extensive knowledge and experience in international investment, design, development, leasing, marketing, operation and financing of integrated real estate, international government relations and the management, development, expansion, branding and governance of talents and organisations.

Prior to joining the Company, Mr. Lock was the Executive Director and Group CEO of Rowsley Ltd between 1 November 2013 and 31 December 2015. Between June 2011 and August 2013, he was based in Beijing as the China CEO of CapitaMalls Asia ("CMA"), where he had oversight of a retail mall portfolio that included Raffles City projects and CMA mixed developments. Up until he joined CMA in March 2010, he had served in the Singapore public sector for more than 20 years during which he held various leadership roles including Commissioner of the Immigration & Checkpoints Authority; Director of the Criminal Investigations Department and Deputy Secretary of the Ministry of Information, Communications & the Arts, as well as directorships in various statutory boards.

Mr. Lock holds a Bachelor and Master of Arts (Engineering) from the University of Cambridge, UK, and a Master of Science (Management) from Leland Stanford Junior University, USA.



MR. ONG SOON TEIK
Lead Independent Director

- Chairman of Audit Committee
- Member of Nominating Committee
- Member of Remuneration Committee

Mr. Ong was appointed as an Independent Director of the Company on 29 March 2010. He was an Executive Director of a mining and resource company from 2011 to 2013 and was responsible for the financial and administration matters of the company. Prior to this position, he was Chief Operating Officer of Chinese Global Investors Group Ltd and prior to that, the Senior Vice President of Corporate Finance of Hong Leong Finance from 2005 to 2008. He was the Director of Corporate Finance of Deloitte & Touche LLP from 2000 to 2005. He has worked with BMB Consultants NV as a merchant banking specialist attached to the Bangladesh Minister of State of Privatisation under an Asian Development Bank sponsored programme in 1999.

Between 1984 to 1999, Mr. Ong had worked in Corporate Finance and banking positions in DBS Bank, Standard Chartered Merchant Bank, Nomura International (Hong Kong) and Peregrine Capital/Banco Santander Securities. Mr. Ong graduated with degrees in Bachelor of Social Science (2nd Class Upper Honours) from the National University of Singapore, Master of Applied Finance from Macquarie University, Master of Accounting from Curtin University and LLB (Hons) degree from University of London.

Mr. Ong is a Chartered Accountant in Singapore and CPA of Australia and also qualified as a Chartered Financial Analyst.



MS. NG KHENG CHOO
Independent Director

- Chairman of Nominating Committee
- Member of Audit Committee
- Member of Remuneration Committee

Ms. Ng was appointed to the Board on 2 August 2016 as the Non-Executive Director of the Company and was re-designated as an Independent Director of the Company on 3 October 2018. Ms. Ng has deep-rooted expertise and track record on mergers and acquisitions, investments, portfolio management, financing and accounting matters. She was the chief financial officer of SingHaiyi Group Ltd ("SHG") since July 2013 and became the group chief operating officer of SHG overseeing the overall business operations and strategic development for the period from July 2014 to September 2016.

Previously, Ms. Ng was the general manager of investment (Singapore) for Sichuan Chuan Wei Group Co., Ltd ("Chuan Wei") a company with

related businesses in real estate development, mining of mineral resources, cement, manufacturing of vanadium and steel products and logistics. She was also in charge of investor relations for Hong Kong listed China Vanadium Titano-Magnetite Mining Company Limited, a related corporation of Chuan Wei from 2012 to March 2013. Prior to this, Ms. Ng was the chief financial officer of SGX-ST Mainboard listed company, Sapphire Corporation Limited since 2007 and a financial controller with Unigold International Pte Ltd from 2004 to 2006. She started her career with Deloitte & Touche LLP and held the position of audit manager when she left in 2003.

Ms. Ng holds a Bachelor of Accountancy from Nanyang Technological University.

Board of Directors



MR. LIM ENG HOE Independent Director

- Chairman of Remuneration Committee
- Member of Audit Committee
- Member of Nominating Committee

Mr. Lim was appointed as an Independent Director of the Company on 31 October 2013. He is currently the Chief Financial Officer of Bara Indah Sinergi Group, an Indonesia based group principally involved in mineral trading, mining and logistics activities in Indonesia. Previously, Mr. Lim was a professional corporate adviser with strong background and good knowledge in capital and financial markets, and well-versed in corporate affairs management in South Asia and Australia.

Mr. Lim has been involved in a number of corporate exercises of both public and private companies in the region. Previously, Mr. Lim was a Director of Athena Energy Holdings Pte Ltd, which is now a subsidiary of Metis Energy Limited (formerly known as Manhattan Resources Limited), a public listed company in Singapore, Chief Financial Officer of Far East Mining Pte Ltd, the parent company of Silkroad Nickel Ltd, a public listed company in Singapore and a Group Finance Director of a public listed company in Singapore, and also served on the board of listed companies in Australia, Malaysia and Singapore. Mr. Lim holds a Bachelor of Science in Economics (Honours) from University of London.

Senior Management

MR. NG KHAY WEE Chief Financial Officer

Mr. Ng was appointed as the Chief Financial Officer of the Group in April 2021. Prior to the current appointment, he was the Financial Controller of the Group since October 2016. He is responsible for the overall finance function of the Group, including matters relating to accounting, financial reporting, taxation and compliance with listing rules.

Previously, between May 2014 and September 2016, Mr. Ng was the business development manager for then Singapore-listed SingHaiyi Group Ltd., where he was involved in various functions such as finance, investment and property development matters relating to SingHaiyi Group Ltd.'s property business portfolio in Singapore and the United States.

Mr. Ng started his career in Deloitte & Touche in 2010, where he rose to the position of audit senior, specialising in planning and managing the financial audit of companies in the construction, real estate, trading, shipping and government sectors.

Mr. Ng graduated from Nanyang Technological University with a Bachelor's degree in Accountancy in 2010 and he is also a Chartered Accountant of the Institute of Singapore Chartered Accountants (ISCA).

Financial and Operations Review

The Group has 3 core business segments which comprises property development, property investment and construction services.

OUR FINANCIAL PERFORMANCE

Revenue: For FY2022, the Group posted revenue of approximately S\$16.46 million as compared to S\$16.13 million in FY2021, that was mainly due to increased leasing activities in FY2022. Majority of the Group's revenue in FY2022 was attributed to the rental income generated from the property investment segment.

Gross profit: The Group's gross profit dipped marginally to approximately S\$13.62 million in FY2022 as compared to approximately S\$13.70 million in FY2021. The lower gross profit in FY2022 was largely attributed to the increment in utilities expenses. In FY2021, there were one-off maintenance and sinking fund rebates given, contributing to higher gross profit in FY2021. As a result, the Group's gross profit margin was lower at 82.7% in FY2022 as compared to 84.9% in FY2021.

Other income: The Group's other income in FY2022 dipped to approximately S\$0.99 million as compared to S\$1.34 million in FY2021. Amongst others, the decline was largely attributed to lower grant income in FY2022 and the absence of one-off income from long outstanding payables that were written off.

Other expenses: The Group's other expenses in FY2022 increased to approximately S\$27.71 million as compared to S\$5.71 million in FY2021. The increment was mainly attributed to the a fair value loss of approximately S\$8.36 million (non-cash component) related to the Group's investment properties comprising industrial properties. In addition, there was a one-off loss of approximately S\$19.34 million on the sale of investment in associates and financial asset at fair value arising from the Group's sale of its entire equity stake in Equalbase Pte Ltd and Deltanvil Pte Ltd on 8 June 2022.

Loss allowance on trade and other receivables: The Group's loss allowance on trade and other receivables decreased to approximately S\$0.03 million in FY2022 from S\$0.18 million in FY2021 mainly due to lower loss provision on amount due from a joint venture made in FY2022 as lesser cost was incurred on behalf of the joint venture. In addition, there was lesser allowance for trade receivables as the Group's tenants have been paying more promptly during FY2022.

General and administrative expenses: Rental expenses in relation to the Group's property, The Herencia, are recognised directly under general and administrative expenses in the current year, therefore, the Group's general and administrative expenses increased by 24.0% to S\$4.37 million in FY2022 from approximately S\$3.53 million in FY2021.

Finance costs: The Group's finance costs decreased by 5.6% to S\$3.66 million in FY2022 from approximately S\$3.87 million in FY2021. The decrease was due to the lower outstanding bank loans and shareholder loans in FY2022 due to repayments made during FY2022.

Share of (loss)/profit of associates: The Group registered a share of losses of associates of approximately S\$0.11 million in FY2022 due to the sale of the investment of associates on 8 June 2022 hence it did not account for a full year results, as compared to a share of profits of associate of S\$1.88 million registered in FY2021.

Income tax expense: For FY2022, the Group's income tax expense amounted to approximately S\$0.09 million, which was mainly due to tax provided for current year taxable profit for some subsidiaries of the Group and this was partially offset by the reversal of overprovision of tax made in prior year.

(Loss)/Profit for the financial year: Overall, the Group registered a total loss of approximately S\$21.35 million in FY2022 as compared to a profit of S\$3.63 million in FY2021.

Financial and Operations Review

OUR FINANCIAL POSITION

As at 30 June 2022, the Group's total current assets stood at approximately S\$19.37 million as compared to S\$16.75 million as at 30 June 2021. The increase in total current assets was largely due to higher cash and bank balances due to the sale of the Group's investment in associates and financial asset at fair value through profit or loss and the reclassification of a property from investment properties to non-current asset classified as held for sale. The increment was partially offset by the reclassification of a property for sale to investment properties.

The Group's total non-current assets stood at approximately S\$120.91 million as at 30 June 2022 as compared to approximately S\$196.65 million as at end June 2021. The decrease was mainly due to the Group's sale of its investment in associates and financial asset at fair value through profit or loss, fair value loss on the Group's investment properties, sale of one unit of investment property and the reclassification of one unit of investment property to non-current asset classified as held for sale.

As at 30 June 2022, the Group's total current liabilities decreased to approximately S\$31.70 million as compared to approximately S\$90.17 million as at 30 June 2021. This was largely attributed to reclassification of bank loans from current liabilities to non-current liabilities as the maturity date of the bank loans were extended and a breach of financial covenant was cured during the year. The increment was partially offset by the lower lease liabilities balance due to repayments made during the year.

The Group's total non-current liabilities increased to approximately S\$55.45 million as at 30 June 2022 as compared to approximately S\$51.57 million as at 30 June 2021. The increase was largely due to reclassification of a bank loan from current liabilities to non-current liabilities and the repayment of loans due to a shareholder and its corresponding accrued interest.

OUR CASHFLOW HIGHLIGHTS

The Group recorded a net increase in cash and cash equivalents of approximately S\$3.94 million during FY2022 and the Group's cash and cash equivalents stood at approximately S\$14.56 million as at 30 June 2022.

Net cash from operating activities

The Group generated a net cash from operating activities of approximately S\$1.36 million during FY2022, which was mainly attributed to the collection from rental of investment properties, and higher interest paid due to the payment of accrued interest of the loans due to a shareholder contributed to the lower net cash generated.

Net cash from investing activities

The Group recorded net cash inflow of approximately S\$52.80 million for FY2022 from investing activities, which was largely due to proceeds from the sale of investment in associates, financial asset at fair value through profit or loss and investment property in the financial year under review. This was partially offset by the purchase of new motor vehicle classified under property, plant and equipment.

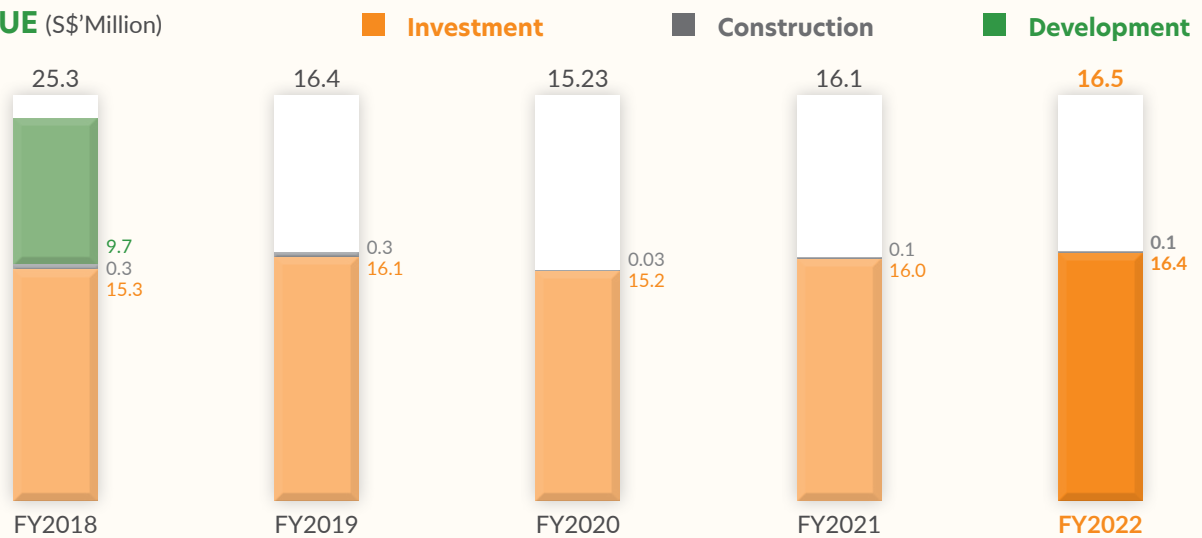
Net cash used in financing activities

The Group recorded net cash used in financing activities of approximately S\$50.22 million for the financial year ended 30 June 2022, which was mainly due to the repayment of bank loans and lease liabilities as well as the repayment of loans due to a shareholder.

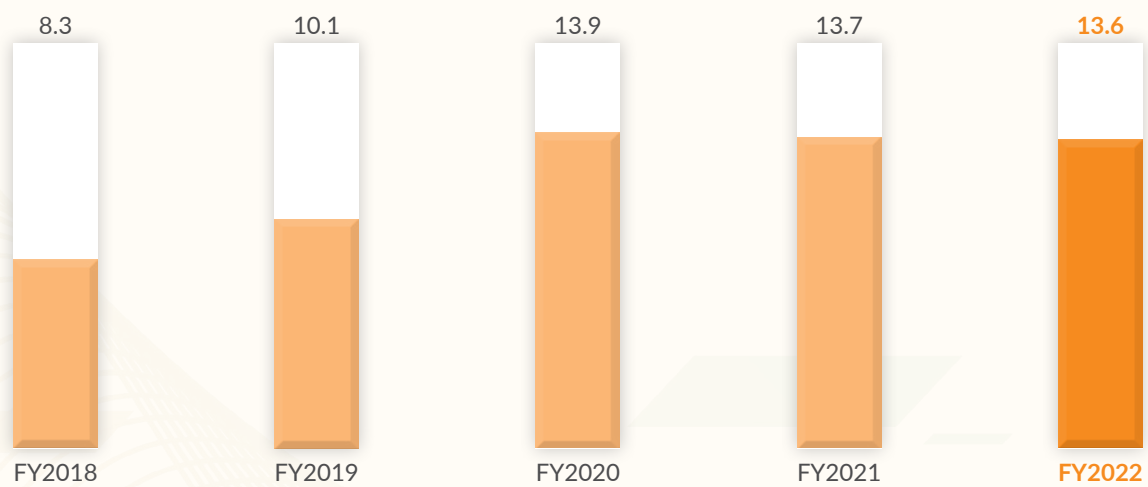
Further details of the Group's financial statements in FY2022 can be found in the next few sections of this annual report.

Financial Highlights

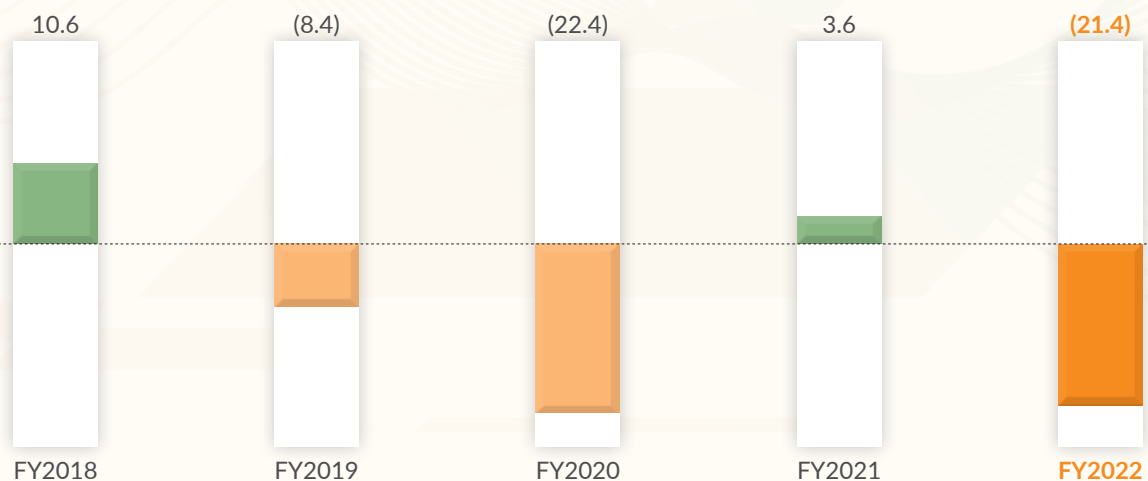
REVENUE (\$'Million)



GROSS PROFIT (\$'Million)



NET PROFIT/(LOSS) (\$'Million)



Property Portfolio

DEVELOPMENT AND INVESTMENT PROPERTIES

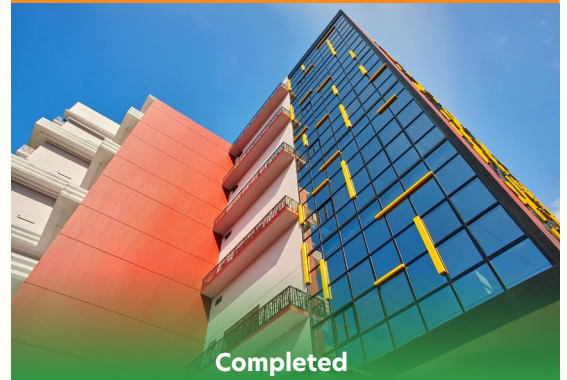
ACE @ BUROH



Completed

Location	2 Buroh Crescent, Singapore 627546
Description	A 9-storey B2 rampup industrial building for strata sale/lease
Tenure	30 years leasehold from 2013
Estimated Gross Floor Area (Sq.ft.)	475,780
Ownership	12 units with certified strata area (w/o void) of 163,437 sq ft

LOYANG ENTERPRISE



Completed

Location	56 Loyang Way, Singapore 508775
Description	A 6-storey B2 rampup industrial building for strata sale/lease
Tenure	30 years leasehold from 2013
Estimated Gross Floor Area (Sq.ft.)	555,000
Ownership	41 units with certified strata area (w/o void) of 210,354 sq ft

12 TAI SENG LINK



Completed

Location	12 Tai Seng Link, Singapore 534233
Description	A 10-storey B2 industrial building for lease
Tenure	30 years leasehold from 2012
Estimated Gross Floor Area (Sq.ft.)	116,681
Ownership	100% equity interest

THE HERENCIA



Completed

Location	46 & 58 Kim Yam Road, Singapore 239351 and 239359
Description	A two-part commercial building for offices and education institution for lease
Tenure	3+3+3 years leasehold from 2013, additional 1 year extension from 2022
Estimated Gross Floor Area (Sq.ft.)	220,186
Ownership	100% equity interest

Featured Projects

PROJECTS FOR SALE/LEASE

Loyang Enterprise

Just minutes away from the Changi Business Park and Tampines Regional Centre, Loyang Enterprise is the first and only new B2 ramp-up strata-title development in the Loyang district in the past 10 years.

Completed in 2016, this industrial property comprises various new-generation design features and just 102 units of varying sizes to suit various B2 industrial activities.

A key differentiating factor from the surrounding industrial developments is that all units come with a dual-key mechanism and vehicular ramp-up facilities to the doorstep of every unit, creating more versatility and functionality for business owners.

Designed with forward-thinking technical specifications combining functionality with aesthetics, Loyang Enterprise is available for sale and/or lease to let business owners and tenants harness the full potential of their business endeavours.



ACE @ Buroh

An architecture statement that is sleek and contemporary, Ace@Buroh was completed in 2016 and is strategically located within the 6-seaport mega shipping belt in Tuas, and in close proximity to the Hub of business and residential activities in Jurong Gateway.

Combined with integrated amenities, this B2 ramp-up industrial property comprises 100 factory units with direct vehicular access into each unit, offering functional business space of varying sizes.

Positioned as a premier business space in the west region of Singapore, Ace@Buroh is available for sale and/or lease.



12 Tai Seng Link

Located within the bustling and vibrant Paya Lebar ipark, this industrial space distinguishes itself from other nearby developments with its quintessential and cutting-edge design.

Completed in 2016, this 10-storey B2 industrial property is specially crafted to be tenanted to discerning business owners.



PROJECT FOR LEASE

The Herencia

Located at 46 & 58 Kim Yam Road, The Herencia is situated in the vicinity of the popular Mohammad Sultan and Robertson Quay enclave. Preserving the rich history and heritage of the site, while fronting itself as a sleek and modern building befitting contemporary comfort, The Herencia is ideal for rental as an office space or education institution.



Corporate Information

BOARD OF DIRECTORS

Mrs. Celine Tang
Mr. Lock Wai Han
Mr. Ong Soon Teik
Mr. Lim Eng Hoe
Ms. Ng Kheng Choo

AUDIT COMMITTEE

Mr. Ong Soon Teik (Chairman)
Mr. Lim Eng Hoe
Ms. Ng Kheng Choo

NOMINATING COMMITTEE

Ms. Ng Kheng Choo (Chairman)
Mr. Ong Soon Teik
Mr. Lim Eng Hoe

REMUNERATION COMMITTEE

Mr. Lim Eng Hoe (Chairman)
Mr. Ong Soon Teik
Ms. Ng Kheng Choo

COMPANY SECRETARY

Ms. Siau Kuei Lian

AUDITORS

BDO LLP

Public Accountants and Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778
Partner-in-charge: Poh Chin Beng
(Appointed since the financial year
ended 30 June 2022)

SINGAPORE SHARE TRANSFER AGENT

IN.CORP CORPORATE SERVICES PTE. LTD.

30 Cecil Street, #19-08 Prudential Tower,
Singapore 049712

REGISTERED OFFICE

Clarendon House
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Tel: +1 (441) 295 5950 Fax: +1 (441) 292 4720

HEAD OFFICE

46 Kim Yam Road, #01-11
The Herencia, Singapore 239351
Tel: +65 6345 0544 Fax: +65 6344 5811
Website: www.okh.com.sg

PRINCIPAL BANKERS

UNITED OVERSEAS BANK LIMITED

OVERSEA-CHINESE BANKING CORPORATION LIMITED

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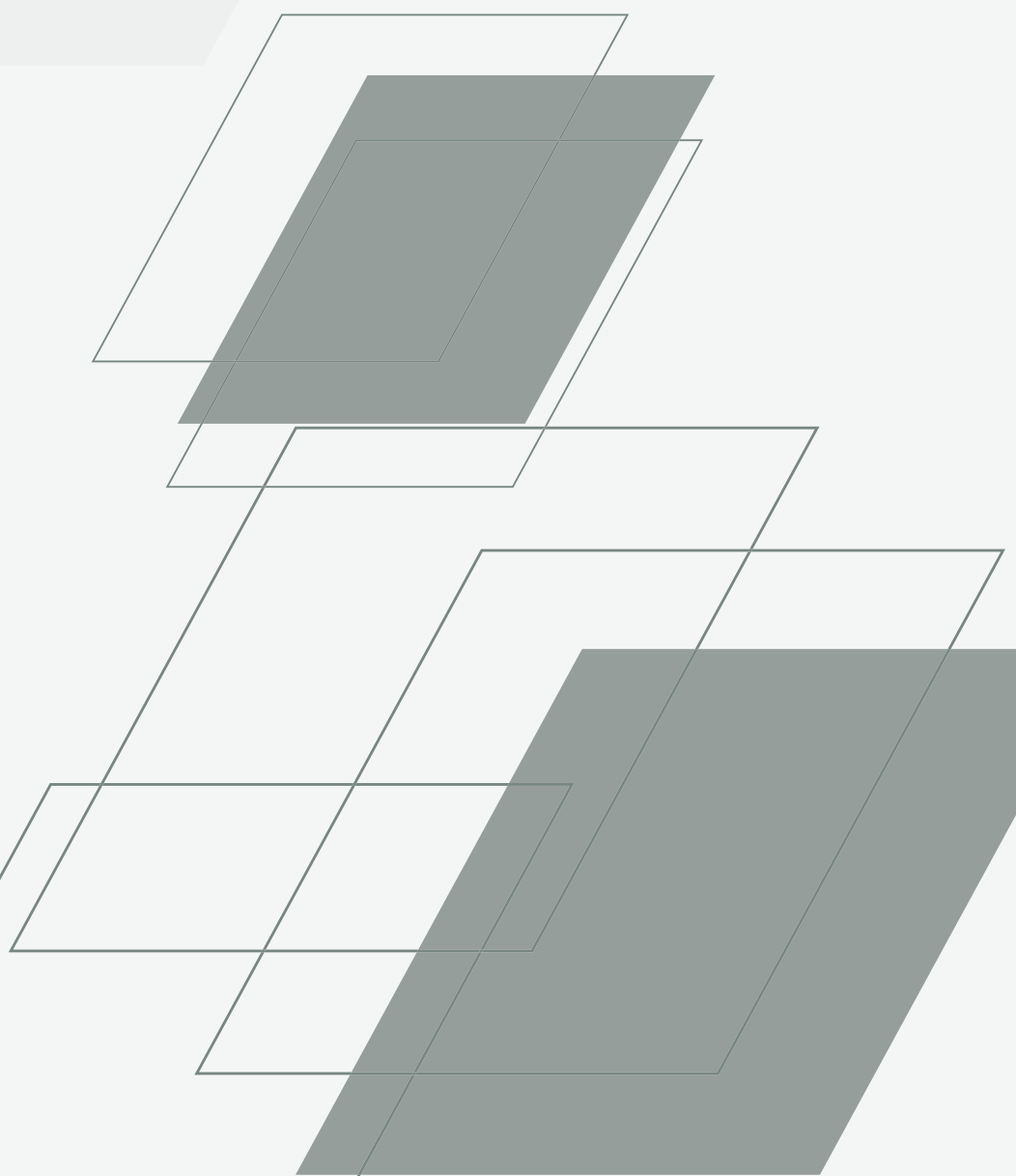
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Notice of Annual General Meeting



Sustainability Report

1. ABOUT THIS REPORT

Board Statement

We are pleased to present OKH Global Ltd.'s annual Sustainability Report for our financial year ended 30 June 2022 ("FY2022").

The key material economic, environmental, social and governance ("EESG") factors for OKH have been identified and reviewed by the Chairman and the CEO. The board of directors of OKH ("Board") oversees the management and monitoring of these factors and takes them into consideration in the determination of the company's strategic direction and policies. Sustainability is a part of OKH's wider strategy to create long-term value for all our stakeholders.

With the availability of environment, social and governance data, sustainability reporting has gained greater significance to investors. Far from being just an image building exercise, today it is widely accepted that good EESG practices contribute to the overall long-term success of the company and play an important part in the competition for talent and investment.

Businesses must be quick to adapt to key stakeholders' concerns, closing any potential gaps and capitalizing on opportunities amid today's rapidly changing business environment.

In defining our reporting content, we applied the Global Reporting Initiative ("GRI")'s principles by considering the Group's activities, impact and substantive expectations and interests of its stakeholders. We observed a total of four principles, namely materiality, stakeholder inclusiveness, sustainability index and completeness. For reporting quality, we observed the principles of balance, comparability, accuracy, timeliness, clarity and reliability.

The EESG data and information provided have been derived from internal data monitoring and verification to ensure accuracy. We may seek external assurance in the future. We adopt the precautionary principle to minimize negative effects of conducting its business whenever feasible.

22 September 2022

Reporting Period and Scope

This report is prepared in compliance with the requirements of Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Rules 711A and 711B and references the GRI Standards. Corresponding to GRI's emphasis on materiality, the report highlights the key environmental, social and governance related initiatives carried out throughout the 12-month period, from 1 July 2021 to 30 June 2022.

Reporting Framework

This Sustainability Report has been prepared with reference to the Core Option of the GRI Standards. GRI Standards is an internationally recognised sustainability reporting framework and covers a comprehensive range of sustainability disclosures to measure, understand and communicate their critical sustainability issues on environmental, economic and social impacts to stakeholders. We have chosen GRI reporting standards and principles to ensure stakeholder inclusiveness, accuracy, clarity, reliability and comparability of the information presented in this report.

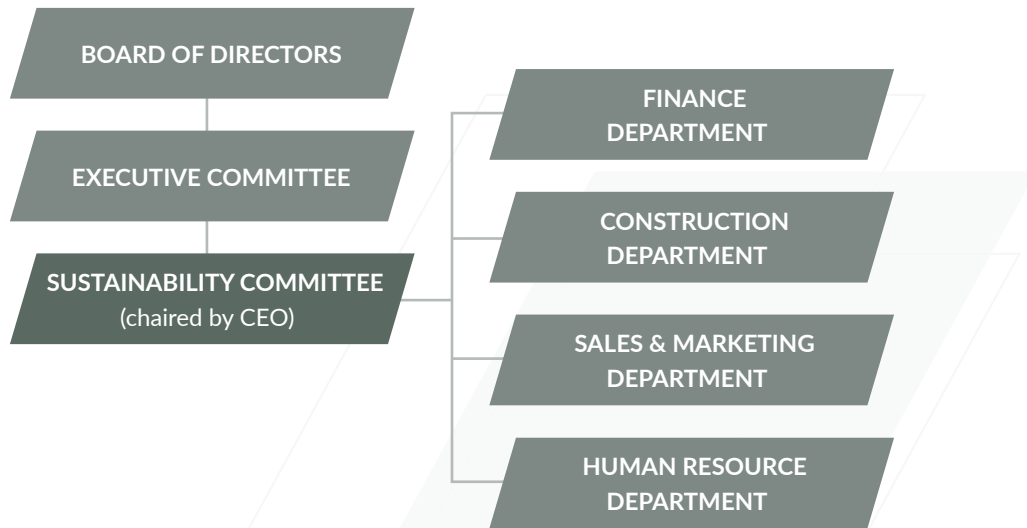
Feedback

We welcome feedback from our stakeholders with regards to our sustainability efforts as this enables us to improve our policies, systems and results. Please send your comments and suggestions to admin@okh.com.sg.

Sustainability Report

2. OKH APPROACH TO SUSTAINABILITY

Sustainability Committee



Sustainability Methodology



Sustainability Report

3. STAKEHOLDERS AND MATERIALITY

Stakeholders Engagement

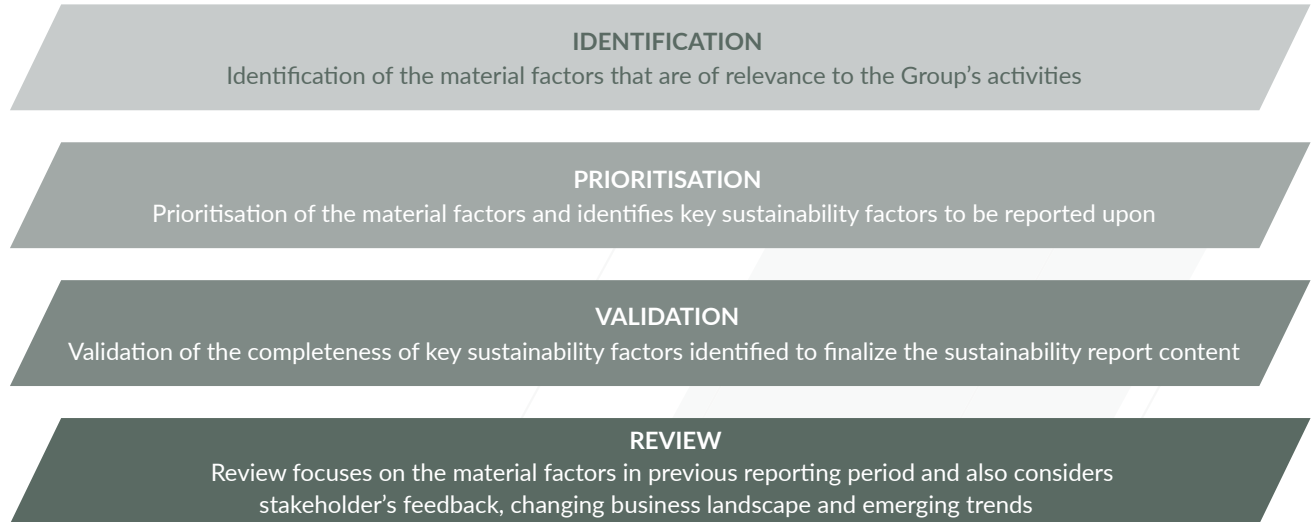
OKH believes that an important starting point in our sustainability journey is to identify our stakeholders and material EESG factors relevant to our business. The interests and requirements of key stakeholders are also taken into account when formulating corporate strategies on sustainability. These key stakeholders include, but are not limited to, customers, suppliers, employees, investors, and regulators. We adopt both formal and informal channels of communication to understand the needs of key stakeholders and incorporate these into our corporate strategies to achieve mutually beneficial relationships.

Below table sets out our engagement with our stakeholders:

Stakeholders	Engagement Platforms	Frequency of Engagement	Key Concerns Raised
Suppliers	<ul style="list-style-type: none"> • Face-to-face / Virtual meetings • Vendor Assessment 	As required	<ul style="list-style-type: none"> • Consistency and quality of supplies • Punctuality of delivery
Shareholders	<ul style="list-style-type: none"> • Annual General Meeting/ Extraordinary General Meeting • Annual Report • Announcement 	Annually or when needed	<ul style="list-style-type: none"> • Financial performance and future direction of the company
Customers	<ul style="list-style-type: none"> • Face-to-face / Virtual meetings • Viewings at units to be leased • E-mail feedback • E-mail blast • Cold call • Marketing hotline 	Periodic	<ul style="list-style-type: none"> • Timely response • Quality of service • Pricing and discount in the current economic climate
Employees	<ul style="list-style-type: none"> • Staff Appraisal • Townhall Sessions • Monthly Birthday Celebration • Staff Bonding • Whistle-blowing policy 	Annually Monthly At least twice annually	<ul style="list-style-type: none"> • Training and development • Appropriate linkage between staff appraisal and remuneration
Board of Directors	<ul style="list-style-type: none"> • Board meetings • Board papers • E-mails 	Quarterly or when needed	<ul style="list-style-type: none"> • Business units' performance update
Regulators	<ul style="list-style-type: none"> • Virtual meetings • Inspections • E-mails / Circulars • Survey 	When needed	<ul style="list-style-type: none"> • Compliance with rules and regulations

Sustainability Report


Materiality Assessment



Our sustainability process begins with the identification of the GRI relevant aspects. The GRI relevant aspects are then prioritised to identify material factors which are subject to validation. The end result of this process is a list of material factors disclosed in the sustainability report.

We conducted a materiality assessment during the year incorporating inputs from the stakeholder engagements.

To determine if an aspect is material, we assessed its potential impact on the economy, environment and society and the influence on the stakeholders. Aspects were identified and prioritised through internal workshops, peer reviews and social impact assessments at site level. Applying the guidance from GRI, we have identified the following material aspects:

 ECONOMIC	 ENVIRONMENTAL	 SOCIAL	 GOVERNANCE
<ul style="list-style-type: none"> • Economic Performance • Anti-Corruption 	<ul style="list-style-type: none"> • Environmental Compliance 	<ul style="list-style-type: none"> • Occupational Health and Safety • Diversity and Equal Opportunity • Customer Privacy 	<ul style="list-style-type: none"> • Corporate Governance • Risk Management • Business Ethics and Compliance

Sustainability Report

4. ECONOMIC

Economic Performance

The current state of the industrial real estate market in Singapore continues to remain challenging amidst the COVID-19 pandemic, even as Singapore gradually open up its economy. The ongoing global geopolitics has also impacted global economies and many businesses. As there is no certainty on when the global economy will recover and resume normal business operations, many of our customers prefer to lease as opposed to buying our properties at this time. Hence, although the Group's property sales have been slow, rental income had grown over the past few years and has now stabilised.

OKH is committed to grow our customers and exceed our customers' expectations and providing them with competitive edge products by enhancing operational efficiency by incorporating effective use of technology, develop performance measures, communicate outcomes and results and implement necessary changes to provide fast and high-quality services at low transactional costs.

In FY2022, the Group posted revenue of approximately S\$16.46 million as compared to S\$16.13 million in FY2021. The variance in revenue recorded in FY2022 was mainly due to the increased income from leasing activities in FY2022.

For detailed financial results, please refer to the following sections:

- Financial and Operational Review, pages 7 – 8.
- Financial Highlights, page 9.
- Financial Statements, pages 57 –107.

Anti-Corruption

Here at OKH, we do not tolerate corruption in any form. We have established an anti-corruption policy and this has been made clear and disseminated to all of our employees, our suppliers and our business partners. Any report of corruption is escalated to the attention of the Audit Committee. We prohibit corruption in all forms, including extortion and bribery. We regularly review policies on whistleblowing and anti-corruption.

The Group has in place a Whistleblowing Policy to enable persons employed by the Group to report any suspicion or possible improprieties in matters of financial reporting, non-compliance with regulations, policies and fraud, etc., to the members of AC (via audit_committee@okh.com.sg) in writing for resolution, without any prejudicial implications for these employees. The AC will, depending on the nature of the concern, initiate inquiries to determine whether an investigation is appropriate and the form that it should take. The Whistleblowing Policy also serves to ensure that any issues or complaints raised will be dealt with swiftly and effectively. The AC has been vested with the power and authority to receive, investigate and enforce appropriate action whenever any such non-compliance matter is brought to the AC's attention.

Our 2-year Performance

For FY2022, our Group had accomplished and met the target set in FY2021 to have zero reported incidents of corruption cases. There were also no whistleblowing reports in FY2021.

The following table shows the actual reported incidents of corruption cases for FY2022 and FY2021.

FY2022	FY2021
0 (Target met)	0 (Target met)

FY2023 TARGET: We are committed to high standards of conduct and ethical behaviour in all our business activities and supporting a culture of compliance and good corporate governance with zero reported incidents of corruption in FY2023.

Sustainability Report

5. ENVIRONMENTAL

Featured Projects



Loyang Enterprise Building

It is a 6-storey B2 ramp up general industrial building comprising 102 factory unit which include an ancillary staff canteen, each with a mezzanine floor. The official address is No. 56 Loyang Way, Singapore 508775.

Green Initiatives

- Sensor lights for common toilets
- Managing waste by separating the waste and providing recycle bins
- Using NEA-recommended water taps for water savings



Ace@Buroh

It is a 9-storey B2 ramp-up general industrial building comprising 101 units which include an ancillary staff canteen. There is a mezzanine floor within each unit except for those units located on the 7th & 8th storey. The official address is No. 2 Buroh Crescent, Singapore 627546.

Green Initiatives

- Sensor lights for handicapped toilets
- Using NEA-recommended water taps for water savings



12 Tai Seng Link

It is a 10-storey B2 (light and clean) industrial building with a basement carpark. It is located within the Paya Lebar iPark having an official address of No 12 Tai Seng Link, Singapore 534233.

Green Initiatives

- Sensor for escalator for energy savings
- Sensor lights for common toilets
- Timer for lightings at basement carpark for energy saving
- Switch off 1 cargo lift for energy savings



The Herencia

It is a commercial office and school located at 46 and 58 Kim Yam Road, Singapore 239351 and 239359 respectively.

Green Initiatives

- Timers for lightings at all corridors for energy savings
- Alternating passenger lifts operational days for energy savings

Sustainability Report

Environmental Compliance

OKH has demonstrated its commitment to environmentally-responsible operations by reducing its impact on the environment in multiple areas of its businesses through the adoption of ISO 14001 certification since 2006. The Group strives to align its policies and practices to international and national standards such as ISO 9001, ISO 14001 and ISO 45001.

Current Certification		Date of issue	Expiry date
ISO 9001:2015	Compliance to quality management principles including a strong customer focus, the motivation and implication of top management, the process approach and continual improvement.	05-Apr-21	08-Apr-24
ISO 14001:2015	Compliance to standards relating to environmental management that exists to help organizations minimize how their operations negatively affect the environment; comply with applicable laws, regulations, and other environmentally oriented requirements; and continually improve in the above. These are applicable to the environmental aspects of the activities, products and services that the organization determines it can either control or influence, considering a life cycle perspective.	05-Apr-21	09-Apr-24
ISO 45001:2018	Compliance to occupational health and safety (OH&S) management system, to enable organization to provide safe and healthy workplaces by preventing work-related injury and ill health, as well as by proactively improving its OH&S performance. These serve to improve occupational health and safety, eliminate hazards and minimize OH&S risks (including system deficiencies).	29-Mar-21	08-Apr-24
bizSAFE Level Star	Obtained SS 506 Part 1 or ISO 45001 Certification issued by Singapore Accreditation Council (SAC) accredited Certification Bodies	01-Apr-21	08-Apr-24

The Group's Safety, Health and Environment ("SHE") Rules reflects its pledge towards a safe, green and sustainable culture. The SHE Rules includes objectives and procedures at various phases of our work to drive SHE performance and implementation.

In FY2022, there was zero incidence of non-compliance with environmental laws and regulations resulting in significant fines or sanctions.

Our 2-year Performance

For FY2022, our Group had met the target set in FY2021 to have zero incidence of non-compliance with environmental laws and regulations resulting in significant fines or sanctions.

The following table shows the actual non-compliance with environmental laws and regulations cases resulting in significant fines or sanctions reported for FY2022 and FY2021.

FY2022	FY2021
0 non-compliance with significant fines or sanctions (Target met)	0 non-compliance with significant fines or sanctions (Target met)

FY2023 TARGET: We aim to maintain zero reported significant incidents of non-compliance in FY2023.

Sustainability Report

6. SOCIAL

Every employee plays an essential role in our company. We achieve success by promoting a collaborative work environment in which everyone is committed to achieve our corporate goals based on open and honest communications while showing care and support for each other.

Here at OKH, our employees are the drivers of our business, and we believe in creating a respectful, rewarding and safe working environment for our people. We support and respect the protection of internationally proclaimed human rights.

We respect human rights, support the elimination of all forms of forced and compulsory labour, especially child labour, and do not tolerate any discrimination in respect of employment and occupation.

The company provides competitive remuneration based on merit to all our employees. Our employees are not covered by collective bargaining agreements but are given the right to exercise freedom of association. Employees are given a minimum of one month's notice prior to any implementation of significant operational changes that could substantially affect them.

Occupational Health and Safety

We are also committed to safeguarding our employees' health and safety against any potential workplace hazards.

The focus on health and safety is important for OKH. It is not only a fundamental right for our workers to be able to work in a safe environment, but when our employees' wellness is attained, our productivity increases, and our best is given to our customers. By implementing job safety guidelines, we are committed to provide a hazard-free workplace to ensure the wellbeing of both our employees and the environment.

OKH employs a variety of measures to ensure the health and safety of all our staff. Safety officers are always on site when there are ongoing projects. Supervisors are tasked to report to the Safety Officer if any accident occurs, together with the incident / accident report for investigation and records.

We have established a set of Safety, Health and Environment Rules which includes objectives and procedures at various phases of our work to drive SHE performance and implementation. We provide incentives for good safety performance. We conduct a risk assessment prior to the work commencement and establish the control measures to mitigate the risks identified through the hierarchy of control. Workplace audit and inspection are also carried out periodically to identify potential hazards.

We also provide safety induction training for our new staff. A toolbox meeting has been conducted for workers prior to work and this can promote knowledge sharing and a strong awareness of health and safety at the workplace. Apart from that, occupational health and safety posters have been displayed at worksite and office to provide information on mitigating various workplace hazards and safety concerns.

We are ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and bizSAFE Level Star certified, with the current certification expiring in April 2024.

Our 2-year Performance

In FY2022 we are proud to report that we have achieved the target we set last year and there have been zero workplace incidents.

The following table shows the actual workplace accidents reported for FY2022 and FY2021.

FY2022	FY2021
0 (Target met)	0 (Target met)

FY2023 TARGET: No workplace incident record in FY2023.

Sustainability Report

Covid-19 Control Measure

Following easing of Covid-19 restrictions in August 2022, employees are strongly encouraged to observe personal hygiene practices, perform ART self-test when feeling unwell or having recent contact with an infected person, self-isolate at home and to adhere to MOH's prevailing health protocols on isolation periods.

Non-Discrimination, Diversity and Equal Opportunity

A diverse workforce is an asset in today's ever-changing global marketplace. We cultivate an inclusive culture where employees with wide-ranging backgrounds and qualities are highly motivated, engaged and connected. OKH's staff recruitment and annual appraisals are conducted based on performance, work attitude, cooperation with other staff and workers and efficiency and effectiveness of work. We do not discriminate against one's race, age, gender, religion, ethnicity, disability or nationality and we aim to have zero records of discrimination throughout the years. We are committed to provide equal opportunities for existing employees and new candidates to maintain a diverse and robust workforce.

Our 2-year Performance

In FY2022, there were no reported incidents of complaints on discrimination.

The following table shows the actual complaints on discrimination reported for FY2022 and FY2021.

FY2022	FY2021
0 (Target met)	0 (Target met)

FY2023 TARGET: No discrimination record in FY2023.

To foster team building, our group hold a range of activities such as monthly celebratory birthday occasions and corporate social responsibility activities.

Our 2-year Performance

Since early 2022, we have resumed activities while complying with the prevailing Safe Management Measures.

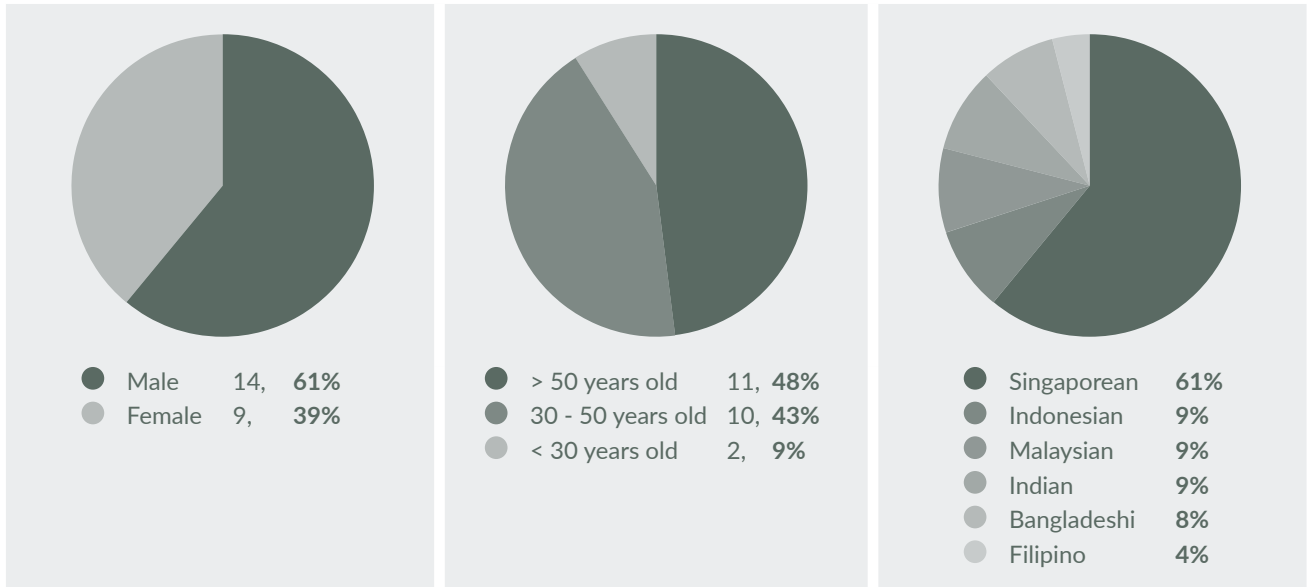
The following table shows our targets and performance for FY2022 and FY2021.

FY2022	FY2021
Monthly celebratory birthday occasions Corporate social responsibility activities. (Target met)	No activities conducted due to Covid-19 restrictions (Target not met)

FY2023 TARGET: We aim to encourage employer/employee open communication and regular engagement, promoting strong teamwork and improving work ethics for a more productive workforce in FY2023.

Sustainability Report

As of 30 June 2022, the Group has a workforce of 23 (FY2021: 27) employees in Singapore. We do not have contractual staff.



Local Communities

OKH has been active in its contribution towards the local communities. Over the years, the company has held events and activities to give back to the society. In FY2022, there were no social activities and charitable events carried out by the group due to Covid-19.

Our 2-year Performance

In FY2022, we collaborated with Food From The Heart (charity organisation). We assisted in their community food pack program on 29 March 2022 and 30 Mar 2022. There was a total of 23 OKH employees involved in the 2-day event from 9.30am to 5.00pm where we packed food packs for their beneficiaries.

The following table shows our targets and performance for FY2022 and FY2021.

FY2022	FY2021
Collaborated with Food From The Heart (Target met)	No charitable events/activities conducted due to Covid-19 restrictions (Target not met)



FY2023 TARGET: We aim to carry at least one Corporate Social Responsibility activity in FY2023 if prevailing safe distancing measures permit, to ensure the safety of our staff and the community.

Sustainability Report

Customer Privacy

Cybersecurity and data privacy are important not just for compliance, but in safeguarding both our data and that of our customers. OKH takes measures to guard against cyber risks for both our internal and external stakeholders by complying with the Personal Data Protection Act (“PDPA”) Policy. This also applies to our employment process where the privacy of all applicants is safeguarded and access to personal data is restricted to authorised persons and senior management on a need-to-know basis. Our HR Executive has been appointed as Data Protection Officer to monitor, safeguard, and ensure that organization processes sensitive personal data of its staff in compliance with PDPA.

The group has also taken several initiatives to protect personal data. For instance, all the staff personal files are stored in locked cupboards, with access limited to HR Executive who is handling the files. In addition, confidential data such as payroll information are being hosted on a cloud platform for better security. All the client information is kept in our restricted server and locked cabinets and only authorised personnel can access the files. We also provide training to our staff to prevent data breach.

Our 2-year Performance

In FY2022, we have achieved the target we set last year. There were no reports of breaches of customer privacy and losses of customer data.

The following table shows actual reported incidents of breaches of customer privacy and losses of customer data for FY2022 and FY2021.

FY2022	FY2021
0 (Target met)	0 (Target met)

FY2023 TARGET: No reports of breaches of customer privacy and losses of customer data in FY2023.

Marketing and Labelling

The Sales & Leasing team upkeep and provides market information on different property types within the vicinity of our development through research and analysis from worldwide reliable sources. We are also supported by our Solicitors on all legal matters including preparation of sales & purchase agreements, leasing documents and tenancy agreements.

OKH uses reputable real estate agencies to assist with the marketing of its development. We work with property agencies and our leasing team on the market segmentation and carry out analysis to understand the target market better. All the costs of the marketing expenses are borne by the appointed real estate agencies. Currently, there is no direct marketing.

Sustainability Report

7. GOVERNANCE

At OKH, we believe that strong governance is the key to a sustainable business. Throughout FY2022, we continued to comply with the Code of Corporate Governance and achieved the target we set last year. Please refer to pages 29 - 49 on the details of the SGX Code of Corporate Governance.

It is a continual challenge to successfully manage environmental and social issues. OKH has incorporated this into our business model and implemented sustainable and responsible practices throughout including certification under ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and bizSAFE Level Star. Our products and services meet all the requirements demanded by our customers and the regulatory bodies. We meet all environmental and safety standards that are expected of us.

OKH pays strict attention to enforcing good labour practices in all our operations. The company provides many training opportunities for continued employee development, and this is reflected in the quality and delivery of our products and solutions. We value our relationships with our clients and the wider community in which we operate, and these relationships have helped us through challenging times in the past. OKH strongly believes that in the long run, these efforts will have a positive impact on our economic performance.

The Singapore Governance and Transparency Index (“SGTI”) is the leading index for assessing corporate governance practices of Singapore-listed companies. Sustainable governance is an integral component in a modern business landscape where proactive stakeholders demand greater transparency and accountability for the integrity of companies. We are proud to report that we have improved our SGTI ranking from rank #121 in 2021 to rank #112 in 2022.

Our 2-year Performance

In FY2022, we have achieved our target of having zero reported incidents of non-compliance.

The following table shows the actual reported incidents of non-compliance reported for FY2022 and FY2021.

FY2022	FY2021
0 (Target met)	0 (Target met)

FY2023 TARGET: We will continue to comply with the Code of Corporate Governance and meet all requirements that are expected of us by our stakeholders.

Risk Management

Risk Management is an integral part of good corporate governance as well as resource management. OKH has thorough and comprehensive system to identify, communicate and manage its risks and exposures in an integrated, systematic and consistent manner. For disclosure on risk management policy and process, please refer to pages 44 to 45.

Our 2-year Performance

In FY2022, we reviewed the ERM policies to ensure all relevant risks are identified, communicated and addressed timely and accomplished our target last year.

Sustainability Report

The following table shows our targets and performance for FY2022 and FY2021.

FY2022	FY2021
Review of ERM policies performed (Target met)	Review of ERM policies performed (Target met)

FY2023 TARGET: To review the ERM policies to ensure all relevant risks are identified, communicated and addressed timely.

Business Ethics and Compliance

When it comes to hiring, OKH takes seriously any possibility of conflict of interest. Our code of conduct clearly spells out OKH's expectations from our staff and the consequences if any of the rules are violated or standards not met. We also have in place clear and fair grievance procedures.

Business ethics are communicated to all our heads of business units regularly and they must fully understand that compliance with rules and regulations is a key part of running a responsible business. The company regularly updates key staff with development in international and local regulations. OKH fully complies with all environmental rules and regulations, anti-competitive behaviour laws and all requirements on health and safety.

Our 2-year Performance

For FY2022, we have achieved the target we set last year. There were no significant fines or non-monetary sanctions for non-compliance with laws and regulations.

The following table shows the actual non-compliance with laws and regulations cases reported for FY2022 and FY2021.

FY2022	FY2021
0 (Target met)	0 (Target met)

FY2023 TARGET: To ensure that all allegations received are promptly addressed and to maintain zero incidents of non-compliance.

Sustainability Report

8. GRI CONTENT INDEX

GRI Standard	Disclosure		Reference / Description
GRI 101: Foundation 2016			
General Disclosure			
GRI 102: General Disclosures	102-1	Name of organisation	OKH Global Limited
	102-2	Activities, brands, products and services	Page 1
	102-3	Location of headquarters	Singapore
	102-4	Location of operations	Pages 88 - 89
	102-5	Ownership and legal form	Pages 12, 109 - 100
	102-6	Markets served	Pages 88 - 91
	102-7	Scale of the organisation	Pages 23, 88 - 91
	102-8	Information on employees and other workers	Pages 21 - 23
	102-9	Supply chain	Page 16
	102-10	Significant changes to the organisation and its supply chain	None
	102-11	Precautionary Principle or approach	Page 14
	102-12	External initiatives	Page 23
	102-13	Membership of associations	SBF
	102-14	Statement from senior decision maker	Page 14
	102-16	Values, principles, standards and norms of behaviour	Pages 1, 25 - 26
	102-18	Governance structure	Pages 25 - 26
	102-40	List of stakeholder groups	Page 16
	102-41	Collective bargaining agreements	None
	102-42	Identifying and selecting stakeholders	Page 16
	102-43	Approach to stakeholder engagement	Page 16
	102-44	Key topics and concerns raised	Page 16
	102-45	Entities included in the consolidated financial statements	Page 88
	102-46	Defining report content and topic boundaries	Page 14
102-47	List of material topics	Page 17	
GRI 102: General Disclosures	102-48	Restatement of information	None
	102-49	Changes in reporting	None
	102-50	Reporting period	Page 14
	102-51	Date of most recent previous report	30 November 2021
	102-52	Reporting cycle	Annually
	102-53	Contact point for questions about the report	Page 14
	102-54	Claims of reporting in accordance with the GRI Standards	Page 14
	102-55	GRI content index	Pages 27 - 28
	102-56	External Assurance	Page 14

Sustainability Report

GRI Standard	Disclosure		Reference / Description
Material Topics			
GRI 201: Economic performance 2016	201-1	Direct economic value generated and distributed	Page 18
GRI 205: Anti-corruption 2016	205-2	Communication and training about anti-corruption policies and procedures	Page 18
GRI 307: Environmental compliance 2016	307-1	Non-compliance with environmental laws and regulations	Pages 19 - 20
GRI 403: Occupational health and safety 2018	403-1	Occupational health and safety management system	Pages 21 - 22
	403-5	Worker training on occupational health and safety	Pages 21 - 22
GRI 405: Diversity and equal opportunity 2016	405-1	Diversity of governance bodies and employees	Pages 22 - 23
GRI 413: Local Communities 2016	413-2	Operations with local community engagement, impact assessments, and development programs	Page 23
GRI 418: Customer Privacy 2016	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Page 24

Statement on Corporate Governance Report

INTRODUCTION

The Directors and Management of OKH Global Ltd. (“the Company”) and its subsidiaries (collectively “the Group”) are committed to uphold good corporate governance. This commitment and continuous support of the Code of Corporate Governance 2018 (“the Code”) can be seen from the Directors’ and Management’s effort to observe high standards of transparency, accountability and integrity in managing the Group’s business in order to create value for its stakeholders and safeguard the Group’s assets.

The Company has generally complied with the principles and recommendations of the Code and the Board is pleased to report compliance of the Company with the Code except where otherwise stated.

For the financial year ended 30 June 2022 (“FY2022”), the Group has conformed to the Principles of the Code and strives to comply with the Provisions set out in the Code and where it has deviated from the Provisions set out in the Code, appropriate explanations are provided.

BOARD MATTERS

The Board’s Conduct of Affairs

Principle 1: *The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

The Company is headed by an effective Board, comprising individuals with diversified backgrounds and who collectively brings with them a wide range of experience, to lead and manage the Group. The Board is responsible for the overall management and success of the Group to protect shareholders’ interests and enhance long-term shareholders’ value.

Apart from its statutory responsibilities, the principal functions of the Board are, *inter alia*, to:-

- (i) provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- (ii) establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of shareholders’ interests and the Company’s assets;
- (iii) review performance of management;
- (v) identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;
- (vi) set the Group’s values and standards (including ethical standards), and ensure that obligations to the shareholders and other stakeholders are understood and met; and
- (vii) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

All Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company. The Board puts in place a code of conduct and ethics, set desired organisational culture and ensures proper accountability within the Group. Where a Director faces a conflict of interest, he or she would recuse himself or herself from discussions and decisions involving the issues of conflict.

To assist in the execution of its responsibilities, the Board has established Board Committees, namely Audit Committee (“AC”), Nominating Committee (“NC”) and Remuneration Committee (“RC”). These Board Committees function within clearly defined terms of references and operating procedures, which are reviewed by the Board on a regular basis to enhance the effectiveness of these Board Committees. The roles and responsibilities of these Board Committees are provided for in the latter sections of this Statement on Corporate Governance.

Statement on Corporate Governance Report

The Board meets on a regular basis as and when necessary, to address any specific significant matters that may arise.

The Company will conduct comprehensive and tailored induction orientation programme for incoming Directors on joining the Board to familiarise them with the Group's business and governance practices. The Company will also arrange for any new Director with no prior experience of serving as a director in a listed company to attend appropriate courses, conferences or seminars, including programmes or courses organised by the Singapore Institute of Directors in accordance to Rule 210(5)(a) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the one-time training on sustainability as required by SGX-ST or other training institutions in areas such as accounting, legal and industry-specific knowledge.

The Directors are provided with information relating to corporate conduct and governance including continuing disclosure requirements as required by the Listing Manual of the SGX-ST, disclosure of interests in securities, restrictions on disclosure of confidential or price sensitive information, etc. The Board has received updates on changes in listing rules, regulatory requirements, corporate governance guidelines and best practices on a regular basis.

All Directors are also encouraged to receive regular training such as professional development on new laws, regulations and changing commercial risks from time to time which are relevant to the Group, so as to enable them to contribute effectively to the Board or Board Committees. The training courses related to the aforesaid will be arranged and funded by the Company.

Pursuant to Bye-Law 125 of the Company's Bye-Laws, the Directors of the Company may participate in any meeting of the Board or any Board Committees, which may be held by means of telephonic, electronic or other communication facilities, allowing all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

The number of Board and Board Committees meetings held during the financial year ended 30 June 2022 ("FY2022") and the attendance of each Director where relevant is as follows:-

Type of meetings	Board	Audit Committee	Nominating Committee	Remuneration Committee
No. of meetings	4	4	1	1
Attendance				
Mrs Celine Tang	4/4	N/A	N/A	N/A
Mr Lock Wai Han	4/4	N/A	N/A	N/A
Mr Ong Soon Teik	4/4	4/4	1/1	1/1
Mr Lim Eng Hoe	4/4	4/4	1/1	1/1
Ms Ng Kheng Choo	4/4	4/4	1/1	1/1

The Board has identified the following areas for which the Board has direct responsibility for decision making within the Group:-

- Approval of the Group's major investments/divestment and funding decisions;
- Approval of the Group's interim and full-year financial result announcements for release to the SGX-ST;
- Approval of any agreement which is not in the ordinary course of business;
- Approval of any major borrowings or corporate guarantees in relation to borrowings;
- Entering into any profit-sharing arrangement;
- Entering into any foreign exchange hedging transactions;
- Appointment or removal of any key executive and legal representative;

Statement on Corporate Governance Report

- Incorporation or dissolution of any subsidiary;
- Issuance of shares or declaration of dividends;
- Approval of the annual report and audited financial statements;
- Convening of general meetings;
- Approval of corporate strategies;
- Approval of material acquisitions and disposal of assets; and
- Approval of announcements or press releases concerning the Group for release to the SGX-ST.

A newly appointed director, if any, will be furnished with a formal letter of appointment and upon his/her appointment be given opportunities to receive appropriate briefing or material to ensure that he/she is aware of the roles and responsibilities of a director of a public listed company in Singapore and training to familiarise with the Group's business and governance practices. The Company has not appointed any new director during the financial year.

The Management provides the Board with complete and adequate information in advance of meetings to enable the Directors to make timely decisions, effectively discharge its duties and make a balanced and informed assessment of the performance, position and prospects of the Company.

Draft agendas for Board and Board Committees meetings are circulated in advance to the respective Chairman, in order for them to suggest items for the agenda and/or review the usefulness of the items in the proposed agenda.

The Board has separate and independent access to the key management personnel of the Group at all times. Request for information is dealt promptly by the Management. In addition, the Board is kept informed of all material events and transactions as and when they occur to enable the Board to function effectively and to fulfil its responsibilities. The information made available to the Directors include interim and full-year financial results, progress reports of the Group's operations, corporate development, regulatory updates, business developments and audit reports. The Management also consults Board members regularly whenever necessary and appropriate. The Board is issued with Board papers in a timely manner prior to Board meetings to enable Directors to consider the issues and to obtain additional information or explanation from the Management, if necessary.

The calendar of Board and Board Committees meetings are planned a year in advance. Draft agendas for meetings of the Board and Board Committees are also circulated in advance to the respective Chairman of the Board and Board Committees, in order for them to suggest items for the agenda and/or review the usefulness of the items in the proposed agendas.

The Directors also have separate and independent access to the Company Secretary(ies). The role of the Company Secretaries and/or their representatives is to administer, attend and prepare minutes of Board and Board Committees' meetings, assist the Chairman in ensuring that Board procedures are followed and that the Company's Bye-Laws, the Listing Manual of the SGX-ST and other relevant rules and regulations applicable to the Company are complied with. The Company Secretaries and/or their representatives attend all Board and Board Committees' meetings. The decision in appointment and removal of the Company Secretary(ies) is decided by the Board as a whole.

The Board in fulfilling its responsibilities could as a group or as individuals, when deemed fit, direct the Company to appoint independent professional advisers or seek professional advice and the costs will be borne by the Company.

Statement on Corporate Governance Report

Board Composition and Guidance

Principle 2: *The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company*

The current Board consists of five (5) members comprising the Non-Executive Chairman, one (1) Executive Director, who is also the Chief Executive Officer (“CEO”) of the Company, and three (3) Non-Executive and Independent Directors:-

Non-Executive Chairman

Mrs Celine Tang

Executive Director and CEO

Mr Lock Wai Han

Non-Executive and Independent Directors

Mr Ong Soon Teik

Mr Lim Eng Hoe

Ms Ng Kheng Choo

The Board considers an “Independent Director” as one who has no relationship with the Company, its related companies, its substantial shareholders of not less than 5% of the total votes attached to all voting shares (excluding treasury shares) in the Company, or its officers that could interfere or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgement to the best interests of the Company.

On an annual basis, each Director is required to complete a ‘Confirmation of Independence’ form to confirm his/her independence. The said form was drawn up based on the definitions and guidelines set forth in the Code and the Nominating Committee Guide issued by Singapore Institute of Directors. The Directors are required to disclose to the Board any such relationship as and when arises and the Board will state the reasons if it determines that a director is independent notwithstanding the existence of relationships or circumstances which may appear otherwise.

The NC has reviewed the forms completed by each Director and is satisfied that all the Independent Directors of the Company are independent in accordance with Provision 2.1 of the Code and Rule 210(5)(d) of the Listing Rules of SGX-ST. In this respect, the Company complies with Provision 2.2 of the Code where Non-Executive and Independent Directors make up a majority of the Board where the Chairman of the Board is not independent.

To facilitate a more effective review of Management, the Non-Executive and Independent Directors communicate on an ad-hoc basis without the presence of the Management and Executive Director to discuss the performance of the Management and any matters of concern. The current Board composition complies with the Provision 2.3 of the Code where Non-Executive Directors make up a majority of the Board.

In reviewing the independence of Mr Lim Eng Hoe who will be reaching his ninth-year threshold for serving on the Board from the date of his first appointment, Mr Lim Eng Hoe was subject to particularly rigorous review by members of the Board. At the conclusion of the review, the Nominating Committee with the concurrence of the Board were satisfied and unanimously agreed and confirm that Mr Lim Eng Hoe, despite having served on the Board for more than 9 years, is considered independent. Mr Lim Eng Hoe has abstained from the rigorous review of his independence. In considering the independence of Mr Lim Eng Hoe, who will be serving on the Board for an aggregate period of more than nine (9) years, the NC has taken into consideration the following factors:

- i. There was a reverse takeover of Sinobest Technology Holdings Ltd. in year 2013;
- ii. There was a change of management and controlling shareholder in year 2016;
- iii. There was a change of the composition of the Board in year 2016;

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- iv. The considerable knowledge and experience of the industry and business environment contributed by the Independent Director to the Company;
- v. The attendance, preparedness, participation and contribution in the meetings of the Board and Board Committees;
- vi. Provision of reasonable checks and balances for the Management;
- vii. Mr Lim has devoted adequate attention and sufficient time to the affairs of the Group; and
- viii. Mr Lim is able to act independently and provide overall guidance to the Management and acts as safeguard for the protection of the Company's assets and shareholders' interest.

With effect from 1 January 2022, a director will not be independent if he/she has served for an aggregate of more than 9 years and his/her continued appointment as an independent director has to be sought and approved in separate resolutions by (a) all shareholders and (b) shareholders, excluding the directors and chief executive officer of the Company, and associates of such directors and chief executive officer (the "Two-Tier Voting"). Such resolutions approved by a Two-Tier Voting shall remain in force until the earlier of (a) the retirement or resignation of that director; or (b) the conclusion of the third AGM of the Company. Accordingly, Mr Lim Eng Hoe would have served as an Independent Director for an aggregate period of more than nine (9) years on 31 October 2022 will submit himself to a Two-Tier Voting process in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual which took effect on 1 January 2022.

The Board regularly examines its size and after taking into account the scope and nature of the Group's operations, the diversified background and experience of the Directors that provide core competencies in areas such as finance or accounting, legal, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge. The Board is satisfied that it is of an appropriate size to facilitate effective decision-making.

Notwithstanding that the Company has not adopted a formal board diversity policy, the Company recognises and embraces the importance and benefits of having a diverse Board to enhance the quality of its performance. The Nominating Committee notes the recommendation of the Code and considers all aspects of diversity, including of skills, experience, gender, knowledge and other relevant factors. The Board is satisfied that there is gender diversity with Mrs Celine Tang and Ms Ng Kheng Choo joining the Board on 2 August 2016. Hence, the Nominating Committee is of the view that the Board currently comprises Directors who have the appropriate balance and diversity of skills, expertise and experience, knowledge of the industry the Group operates in and collectively possess the necessary core competencies for effective functioning and informed decision-making. The profile of each Director including their academic and professional qualifications and other appointments is presented on pages 4 to 6 of this Annual Report.

Although all the Directors have an equal responsibility for the Group's operations, the role of the Non-Executive Independent Directors is particularly important in ensuring that the strategies proposed by Management are constructively challenged, taking into account the long-term interests of shareholders. The Non-Executive Independent Directors participate actively during Board meetings and would constructively challenge and help to develop proposals on short-term and long-term business strategies and review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance.

The Non-Executive Director and/or Non-Executive and Independent Directors are encouraged to meet periodically without the presence of the Executive Director and/or the Management and led by the Lead Independent Director. The Lead Independent Director will provide feedback to the Chairman of the Board after such meetings, where appropriate. The Non-Executive Director and Non-Executive and Independent Directors had met at least once a year, without the presence of Management so as to facilitate a more effective check on Management.

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Chairman and Chief Executive Officer

Principle 3: *There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.*

The Non-Executive Chairman of the Company is Mrs Celine Tang and the CEO of the Company is Mr Lock Wai Han.

Mrs Tang has extensive experience in the property development industry and plays an instrumental role in shaping the strategic direction of the Group. As the Non-Executive Chairman of the Company, Mrs Tang ensures that Board meetings are held in each quarter of financial year and as and when necessary, sets Board meeting agenda, promotes a culture of openness and debate at the Board and ensures that adequate time is available for discussion of all agenda items, in particular strategic issues. The Non-Executive Chairman of the Company ensures that Board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group as well as effective communication with shareholders. She encourages constructive relations and effective contribution within the Board and between the Board and the Management. She also takes a leading role in ensuring that the Company strives to achieve and maintain high standards of corporate governance.

The roles of the Non-Executive Chairman and the CEO are separate and distinct, each having their own areas of responsibilities to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making. As the highest-ranking executive officer, Mr Lock Wai Han, the CEO is responsible for the effective management and supervision of daily business operations of the Group in accordance with the strategies, policies, budget and business plans as approved by the Board. The major decisions are made in consultation with the Board, a majority of which comprises Non-Executive and Independent Directors. The Board is of the opinion that the process of decision-making by the Board has been independent and has been based on collective decision without any individual or small group of individuals dominating the Board's decision-making.

Mr Ong Soon Teik is appointed as the Lead Independent Director. In order to promote high standards of corporate governance and effective communication between the shareholders and the Company, Mr Ong Soon Teik is available to shareholders who may have concerns with regards to the Group and for which contacts through the normal channels of the Non-Executive Chairman, Executive Director and CEO, or Chief Financial Officer has failed to resolve issues or for which such contact is inappropriate. Such concerns may be sent to his e-mail address at ongst100@gmail.com.

Board Membership

Principle 4: *The Board has a formal and transparent process for the appointment and re-appointment of Directors, taking into account the need for progressive renewal of the Board.*

The Company has established a NC to make recommendations to the Board on all board appointments and re-appointments. The NC comprises the following three (3) Directors, all of whom are Non-Executive and Independent Directors:-

Ms Ng Kheng Choo	(Chairman)
Mr Ong Soon Teik	(Member)
Mr Lim Eng Hoe	(Member)

The Company is in compliance with Provision 4.2 of the Code, where Mr Ong Soon Teik, the Lead Independent Director of the Company, is a member of the NC.

The NC is governed by the NC's Terms of Reference which describes the duties and functions of the NC.

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The duties and functions of the NC are as follows:-

- (a) to review the Board succession plans for directors, in particular, the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- (b) to make recommendations to the Board on all board appointments, including re-election and re-appointment by taking into account the composition and progressive renewal of the Board and each Director's contribution and performance (e.g. attendance, preparedness, participation, candour and any other salient points);
- (c) to determine annually whether a Director is independent;
- (d) to review the training and professional development programmes for the Board;
- (e) where a Director has multiple board representations and other principal commitments, to decide whether the Director is able to and has adequately carried out his/her duties as Director, taking into account the competing time commitments that he/she faces when serving on multiple boards and other principal commitments, and to decide the maximum number of listed company board representations which any director may hold; and
- (f) to decide on the process for evaluation of the performance of the Board, the Board Committees and Directors.

The Company's Bye-Laws further provides that at each AGM, one-third of the Directors for the time being, or if their number is not three or multiple of three, then the number nearest to one-third but not less than one-third shall retire by rotation and that all Directors shall retire at least once every three years and such retiring Director shall be eligible for re-election. Each member of the NC shall abstain from voting on any resolutions in respect to his/her re-nomination as a Director.

The details of Mrs Celine Tang and Mr Lim Eng Hoe who will retire by rotation at the forthcoming AGM to be held on 26 October 2022 are disclosed in the Directors' Profile on pages 4 to 6 of this Annual Report.

The NC has recommended and the Board has approved to table for shareholders' approval the re-election of Mrs Celine Tang and Mr Lim Eng Hoe, who are retiring at the forthcoming AGM as Directors of the Company. Mrs Celine Tang and Mr Lim Eng Hoe have abstained from voting on any resolution related to their re-election.

Rule 210(5)(d)(iii) of the SGX-ST Listing Manual which came into effect on 1 January 2022 states that the continued appointment of an independent director who has served an aggregate period of more than nine (9) years (whether before or after listing) will be subject to a two-tier voting process. The continued appointment of such person as an independent director has to be approved in separate resolutions by (a) all shareholders; and (b) shareholders, excluding the directors and the chief executive officer, and associates of such directors and chief executive officer. For the purpose of the resolution referred to in (b), the directors and the chief executive officer, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given. Such resolutions may remain in force until the earlier of the following: (i) the retirement or resignation of that director; or (ii) the conclusion of the third AGM of the company following the passing of the resolutions.

Accordingly, Mr Lim Eng Hoe who would have served as an Independent Director for an aggregate period of more than nine (9) years on 31 October 2022 will submit himself to a Two-Tier Voting process at the forthcoming AGM in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual which took effect on 1 January 2022.

As mentioned in Principle 2, each Director completes a 'Confirmation of Independence' form to confirm his/her independence and the NC has reviewed the independence of Directors.

Despite some of the Directors having other Board representations, the NC having reviewed and is satisfied that these Directors are able to and have adequately carried out their duties as Directors of the Company by attending the Board and Board Committees and to attend to the decision-making within the Group as and when necessary. In this respect, the Board is of the view that it is not necessary to adopt internal guidelines to address the competing time commitments that are faced when Directors serve on multiple boards or to determine the maximum number of listed company board representations which any Director may hold.

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The Board and the NC do not encourage the appointment of alternate directors. Currently, no alternate director is appointed on the Board.

In the search and nomination process for new directors, the NC identifies the key attributes that an incoming director should have, which is based on a matrix of the attributes of the existing Board and the requirements of the Group. After the Board endorsed the key attributes, the NC taps on the resources of the Directors' personal contacts and recommendations of potential candidates, and proceed with the shortlisting process. The NC will consider each candidate based on the key attributes determined after taking into consideration the qualification and experience of such candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives. The NC will recommend the suitable candidate to the Board for approval. If the candidates identified from this process are not suitable, executive recruitment agencies may be appointed to assist in the search process.

Key information regarding the Directors is set out below:

Name of Director	Date of First Appointment	Date of Last Re-election	Present Directorships or Chairmanships in Other Listed Companies and Major Appointments	Past Directorships or Chairmanships in Other Listed Companies and Major Appointments over the preceding three years
Celine Tang	2 August 2016	30 November 2020 (retiring and seeking re-election at the forthcoming AGM)	<ul style="list-style-type: none"> • Chip Eng Seng Corporation Ltd 	<ul style="list-style-type: none"> • Singhaiyi Group Ltd
Lock Wai Han	5 October 2016	26 November 2021	<ul style="list-style-type: none"> • Media Literacy Council • ARA Trust Management (Suntec) Ltd. • Chip Eng Seng Corporation Ltd • The Hour Glass Ltd 	-
Ong Soon Teik	29 March 2010	26 November 2021	-	-
Lim Eng Hoe	31 October 2013	31 October 2019 (retiring and seeking re-election at the forthcoming AGM)	-	-
Ng Kheng Choo	2 August 2016	30 November 2020	-	<ul style="list-style-type: none"> • ISOTeam Ltd • Eagle Hospitality REIT Management Pte Ltd • Eagle Hospitality Business Trust Management Pte Ltd

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To provide the information as set out in Appendix 7.4.1 relating to the candidate who is proposed to be appointed for the first time or re-elected to the board at a general meeting, in the notice of meeting, annual report or relevant circular distributed to shareholders prior to the general meeting pursuant to Rule 720(6) of the SGX-ST Listing Manual. The Directors named below are retiring and being eligible, offer themselves for re-election at the forthcoming AGM:

Name of Director	Lim Eng Hoe	Celine Tang
Date of appointment	31 October 2013	2 August 2016
Date of last re-appointment	29 October 2019	30 November 2020
Age	57	55
Country of principal residence	Singapore	Singapore
The Board's comments on the NC's recommendation for re-election	The Board has accepted the NC's recommendation, who has reviewed and considered Mr Lim's credentials, experience and overall contribution since he was appointed as a Director of the Company.	The Board has accepted the NC's recommendation, after taking into consideration of Mrs Tang's credentials, experience and overall contribution since she was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job title	Independent Non-Executive Director, Chairman of Remuneration Committee, Member of Audit Committee and Nominating Committee	Non-Executive Chairman
Professional qualifications	<ul style="list-style-type: none"> Bachelor of Science in Economics (Honours) from University of London 	Bachelor's Degree in Literature from China People's University for Police Officers (now known as People's Public Security University of China)
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> Director, Lincoln Minerals Limited – October 2010 to November 2015 Director, Alexander Minerals Pte. Ltd. – May 2011 to December 2013 Operations Director, Ezyhealthcare Trust Management Pte. Ltd. – January 2014 to September 2015 CFO/Financial Consultant, Far East Mining Pte. Ltd. – March 2016 to August 2018 	<ul style="list-style-type: none"> Group Managing Director of SingHaiyi Group Ltd (now known as SingHaiyi Group Pte. Ltd.) since December 2013 Managing Director of Haiyi Holdings Pte. Ltd. since 2003 Non-Executive Chairman of Chip Eng Seng Corporation Ltd. since October 2018
Shareholding interest in the listed issuer and its subsidiaries	Nil	Mrs Tang is deemed to have an interest in 500,000,000 shares of the Company held by Haiyi Holdings Pte. Ltd.

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Name of Director	Lim Eng Hoe	Celine Tang
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Mrs Tang is one of the shareholders of the controlling shareholder of the Company, Haiyi Holdings Pte. Ltd.
Conflict of interest (including any competing business)	Nil	Nil
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 720(1))	Yes	Yes
Other Principal Commitments Including Directorships	<p>Other Principal Commitment PT Bara Indah Sinergi - CFP/Financial Consultant</p> <p>Present Directorship: Manifold Partners Pte Ltd Stada EnviroSpace Pte Ltd Manifold Partners Sdn Bhd Stada EnviroSpace (M) Sdn Bhd Primuda Sdn Bhd Genkai Capital India Investment Pte. Ltd. Genkai Capital Secured Investment Pte. Ltd. Asia Township Development Pte. Ltd. Bridge Blanc Sdn Bhd Hybrid Ice Holdings Pte Ltd</p> <p>Other Principal Commitment (for the past 5 years): Far East Mining Pte Ltd - CFO/Financial Consultant</p> <p>Past Directorship (for the past 5 years): Athena Energy Holdings Pte. Ltd. Tesocro Capital Sdn Bhd.</p>	<p>Other Principal Commitment: Nil</p> <p>Present Directorship: SingHaiyi Group Pte. Ltd. Haiyi Holdings Pte. Ltd. Chip Eng Seng Corporation Ltd OKH Global Ltd Anchorvale Residences Pte Ltd Angel Investment Management Pte Ltd Ariva Pte Ltd Atbara Holdings Private Limited Ariva Hospitality Pte Ltd CJ Hospitality Pte Ltd Charlton Residences Pte Ltd Corporate Bridge International Pte Ltd Corporate Bridge Pte Ltd Corporate Residence Pte Ltd Gordon Tang Foundation Limited# Haiyi Properties Pte Ltd Haiyi Sea Sports Centre Pte Ltd Haiyi Treasure Pte Ltd Haiyi Ventures Pte Ltd Haiyi Wealth Pte Ltd Hifu Shipping Pte Ltd Hotel Investment (Hainan) Private Limited Huajiang International Corporation Pte Ltd Huajiang Properties II Pte Ltd Huajiang Properties Pte Ltd New Port Duty Free Pte Ltd Pearl Properties V Pte Ltd Phoenix 99 Pte Ltd Phoenix Real Estate Pte Ltd</p>

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Name of Director	Lim Eng Hoe	Celine Tang
Other Principal Commitments Including Directorships (cont'd)		<p>Present Directorship: (cont'd)</p> <p>SingHaiyi Capital Pte Ltd Sing-Haiyi Crystal Pte Ltd SingHaiyi Development Pte Ltd Sing-Haiyi Gold Pte Ltd SingHaiyi Huajiang Amber Pte Ltd SingHaiyi Huajiang Sun Pte Ltd SingHaiyi Investments Pte Ltd SingHaiyi Land Pte Ltd SingHaiyi Properties Pte Ltd SingHaiyi Realtors Pte Ltd SingHaiyi Realty Pte Ltd SingHaiyi Travel Holdings Pte Ltd Sing-Haiyi Treasure Pte Ltd SingXpress Kaylim Pte Ltd SingXpress Land (Pasir Ris) Pte Ltd SingXpress Property Development Pte Ltd SXL Model Productions Pte Ltd Tampines EC Pte Ltd Tang Dynasty Fund Pte Ltd Tang Dynasty Pte Ltd Taurx Pharmaceuticals Ltd AAHF I GP Limited AAHF JV Company Limited ARA Fund Management (AAHF I) Limited American Pacific International Capital Inc. Asia Marvel Holdings Limited Asset Century International Limited Golden Gulf Enterprises Limited Ocean Landing LLC Park Mall Holdings Limited Park Mall Investment Limited Park Mall Pte Ltd Senz Holdings Limited SingHaiyi Ocean Landing Inc SingHaiyi Properties (Hungary) Kft SingHaiyi Tri-County Mall Inc. SingHaiyi US Operations Inc SingHaiyi Vietnam Town Inc Vietnam Town Property LLC Hainan Junhua Haiyi Hotel Co., Ltd Shantou Haiyi Panorama Hotel Co., Ltd Guangdong Junhua Haiyi Hotel Management Co., Ltd Shantou International Container Terminals Limited Sing-Haiyi Emerald Pte Ltd</p>

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Name of Director

Lim Eng Hoe

Celine Tang

Other Principal Commitments Including Directorships (cont'd)

Present Directorship: (cont'd)
Sing-Haiyi Jade Pte Ltd
Sing-Haiyi Pearl Pte Ltd
Tang Dynasty Asset Management Pte Ltd
Grand Dunman Pte Ltd
Newport Premium Pte Ltd

Past Directorship (for the past 5 years):
Singapore Hotel & Property Investment Pte Ltd
Tri-County Mall LLC
SingHaiyi Huajiang Investment Pte Ltd (struck off)
Viribus Pte Ltd (struck off)
Anise Link Pte Ltd (struck off)
Ortise City Pte Ltd (struck off)
Ozard Crest Pte Ltd (struck off)
Okra Century Pte Ltd (struck off)
Haricot Luxury Pte Ltd (struck off)
Rampion Bright Pte Ltd (struck off)
Rampion World Pte Ltd (struck off)
Sing-Haiyi Tulip Pte Ltd (struck off)
Sing-Haiyi Granville Pte Ltd (struck off)
GTCC Management Pte Ltd (struck off)
Sing-Haiyi Huntsville Pte Ltd (struck off)
Sing-Haiyi Stargazer Pte Ltd (struck off)
New Wines On Line Pte Ltd (struck off)
Haiyi Electrotech Pte Ltd (struck off)

Mr Lim Eng Hoe and Mrs Celine Tang had responded negative to items (a) to (k) listed in Appendix 7.4.1 of the Listing Manual.

Mr Lim Eng Hoe, if re-elected, will be considered independent for the purpose of Rule 704(8) of the Listing Manual.

Board Performance

Principle 5: *The Board undertakes a formal annual assessment of its effectiveness as a whole and that of each of its board committees and individual directors.*

The Board has implemented a formal annual process for assessment of the effectiveness of the Board as a whole, each Board Committee and individual Director. Each Director is requested to complete an evaluation form to assess the effectiveness of the Board as a whole and his/her own contribution to the effectiveness of the Board, while each Board Committee member is requested to complete an evaluation form to assess the effectiveness of the respective Board Committees. The assessment of the Board's performance focused on a set of performance criteria for the Board evaluation which includes the Board structure, strategy and performance, governance on Board risk management & internal controls, information to the Board, Board procedures, top management and Directors' standard of conduct, etc.

The assessment criteria for each Board Committee focuses on the nature of the respective roles and responsibilities of the AC, NC and RC.

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The annual assessment of individual Directors considers, among others, each Director's attendance as well as generation of constructive debate/participation for meetings of the Board and Board Committees, contribution, initiative, responsiveness of Director, knowledge of senior management and Company's business, and the Directors' self-assessment.

The findings of the above were analysed and discussed with a view to implementing certain recommendations to further enhance the effectiveness of the Board and Board Committees. The Chairman of the Board will act on the results of the performance evaluation and the recommendation of the NC, and where appropriate, in consultation with the NC, new members may be appointed or resignation of directors may be sought. No external facilitator was used in FY2022. However, if need arises, the NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process at the Company's expense.

Following the review of FY2022, the Board is of the view that the Board and its Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Principle 6: *There should be a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

The RC comprises the following three (3) Directors, all of whom including the Chairman of the RC, are Non-Executive and Independent Directors:-

Mr Lim Eng Hoe	(Chairman)
Mr Ong Soon Teik	(Member)
Ms Ng Kheng Choo	(Member)

The RC is governed by the RC's Terms of Reference which describes the duties and powers of the RC.

The RC is responsible:

- (a) to recommend to the Board a general framework of remuneration for Directors and key management personnel (including the CEO and other persons having authority and responsibility for planning, directing and controlling activities of the Company and Group), and to determine specific remuneration packages for each Executive Director as well as key management personnel. The RC's recommendations cover all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind;
- (b) in the case of service contracts of Executive Directors and key management personnel, to review and to recommend to the Board, the terms of renewal of service contracts and to ensure the service contracts contain fair and reasonable termination clauses which are not overly generous in the event of termination. The RC aims to be fair and avoid rewarding poor performance;
- (c) to administer OKH Performance Share Plan; and
- (d) to appoint such professional consultancy firm deemed necessary to enable the RC to discharge its duties satisfactorily.

The RC's recommendations are made in consultation with the Chairman of the Board and submitted to the entire Board for endorsement.

The respective Directors of the Company will not be involved in the discussion in deciding their own remuneration.

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The RC has full authority to engage any external independent professional advice on matters relating to remuneration as and when the need arises. The expense of such services shall be borne by the Company. No external remuneration consultant was engaged in FY2022.

Level and Mix of Remuneration

Principle 7: *The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

The RC noted that there should be appropriate and meaningful measures for the purpose of assessing the performance of Executive Director and key management personnel. In setting remuneration packages for Executive Director and key management personnel, the performance related elements of remuneration form a portion of the total remuneration package to link rewards to corporate and individual performance. This is to align the Executive Director's interests with those of shareholders of the Company and to promote the long-term success of the Group and the Company. The RC will also take into consideration the risk policies of the Company, as well as the pay and employment conditions within the industry and in comparable companies.

The Non-Executive and Independent Directors are paid Directors' fees taking into account factors including but not limited to contribution, effort and time spent, and the responsibilities of the Non-Executive and Independent Directors. Non-Executive and Independent Directors are not over-compensated to the extent that their independence may be compromised. The Directors' fees payable to the Non-Executive and Independent Directors of the Company each year are subject to the approval of the Company's shareholders at the AGM.

The Executive Director does not receive Directors' fees. The remuneration packages of the Executive Director and the key management personnel comprise primarily a basic salary component and a variable component which is the bonuses and other benefits.

The service agreement with the Executive Director, namely Mr Lock Wai Han, has been renewed for a further period of three years in 2019. This service agreement is subject to review by the RC and provide for termination by either party giving to the other not less than 6 months' prior written notice.

The Board is of the view that the remuneration offered to the Directors and key management personnel is fair and competitive, and is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the Company for the long term. The RC will carry out annual reviews of the remuneration packages of the Directors and key management personnel, having due regard to their contributions as well as the financial and commercial needs of the Group.

The RC may recommend the Company to consider the use of contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Director and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company.

Disclosure of Remuneration

Principle 8: *The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.*

The remuneration of the Directors and the CEO and the key management personnel (who are not Directors or the CEO) of the Group, for the financial year ended 30 June 2022, are disclosed below.

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The breakdown of each Directors' and key management personnel's remuneration of the Group for the financial year ended 30 June 2022 is as follows:

Board of Directors	Salary	Bonus / Commissions	Benefits in Kind	Directors' Fees	Total
	S\$	S\$	S\$	S\$	S\$
Celine Tang	-	-	-	-	-
Lock Wai Han	394,997	-	74,297	-	469,294
Ong Soon Teik	-	-	-	65,325	65,325
Lim Eng Hoe	-	-	-	50,700	50,700
Ng Kheng Choo	-	-	-	65,325	65,325

Key Management Personnel	Salary	Bonus / Commissions	Benefits in Kind	Total
	%	%	%	%
Below S\$250,000				
Ng Khay Wee	71	6	23	100

The Company has only 1 key management personnel (who are not Directors or the CEO) for the financial year ended 30 June 2022. Due to the highly competitive market, the Company believes it is unwise to disclose the breakdown of the remuneration of the key management personnel and the aggregate total remuneration paid to the top two key management personnel for the financial year ended 30 June 2022.

Other than the Central Provident Fund contributions to the Executive Director and top two key management personnel, none of the Directors (including the CEO) and the top two key management personnel (who are not Directors or the CEO) had received any termination, retirement and post-employment benefits for the financial year ended 30 June 2022.

There is no employee who is an immediate family member of a Director, CEO or substantial shareholder whose remuneration exceeds S\$100,000 for the financial year ended 30 June 2022.

The RC has reviewed and approved the remuneration packages of the Executive Director and key management personnel, having regard to their contributions as well as the financial performance and commercial needs of the Group and has ensured that the Executive Director and key management personnel are adequate but not excessively remunerated. The RC will consider and deliberate on the performance conditions to which Executive Director's and key management personnel's entitlement to short term and long term incentive schemes are subject and make the necessary disclosures, if any.

The shareholders of the Company had during the Special General Meeting held on 23 January 2013 approved and adopted the employee share scheme known as the OKH Performance Share Plan. The principal terms of the OKH Performance Share Plan are set out in the Circular to Shareholders dated 31 December 2012 on pages F-1 to F-18. As at the date of the annual report, the Company had not granted share awards to any employees and Directors under the OKH Performance Share Plan. The Executive Director and Non-Executive Directors are eligible to participate in the OKH Performance Share Plan. The RC will consider the grant of share awards and use of vesting schedules, whereby only a portion of the benefits can be exercised each year, as and when the Company grant share awards to any employees and Directors under the OKH Performance Share Plan.

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ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: *The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.*

The Board regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as determine the Company's levels of risk tolerance and risk policies as well as overseeing the Management in the design, implementation and monitoring of the risk management and internal control systems to control, manage and mitigate these risks. The Management reviews the risk management and internal control systems and highlights all significant matters to the AC and Board from time to time.

The Board acknowledges that it is responsible to ensure that the Company maintains an adequate system of risk management and internal controls to safeguard the assets of the Group. In addition, it is essential to maintain adequate accounting records, develop and maintain an effective control environment within the Group. The Board recognises that all internal control systems contain inherent limitations and no system of internal controls could provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities. Nevertheless, the Board strives to identify key risk areas in every aspect of the Group and improve internal controls to mitigate such risks in order to achieve the overall business objective of the Group and enhance long term shareholders' value.

The Board and the AC have made reference to the internal audit reports submitted by the internal auditors for the financial year ended 30 June 2022 and management confirmations to assess the effectiveness of the Group's internal control systems.

The Company has appointed KPMG Services Pte. Ltd as the Group's internal auditors for the Group's operations in Singapore, to review the effectiveness of the Group's internal controls in light of the key business and financial risks affecting its business.

The AC and the Board also review the effectiveness of the actions taken by the Management on the recommendations made by the external auditors in this respect. The AC, with the participation of the Board, has reviewed the adequacy and effectiveness of the Group's internal controls that address financial, operational, compliance and information technology risks and risk management systems for the type and volume of business that the Group currently operates.

The Board would ensure that there is an on-going process for identifying, evaluating and managing significant risks covering financial aspects, compliance risks and other operational areas of the Group.

For FY2022, the Board has received assurances from the Executive Director, who is also the Chief Executive Officer, and the Chief Financial Officer of the Company that (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and (b) the Group's risk management and internal control systems are adequate and sufficiently effective.

The AC have reviewed the report issued by the external auditors and their recommendations, the various management controls put in place, and reports from the internal auditors, the Board, with concurrence from the AC, are satisfied with the Group's internal controls and are of the opinion that the internal controls maintained by the Group in addressing critical and significant risks relating to financial, operational, compliance and information technology risks and risk management systems are adequate and effective as at 30 June 2022 for the type and volume of business that the Group currently operates. The Board will also continue to enhance and improve the existing internal controls framework to identify and mitigate these risks. The AC will also commission an annual internal audit to satisfy itself that the Group's internal controls are robust and effective to address any significant internal control weaknesses that may arise.

Statement on Corporate Governance Report

The Board recognises that the risk management and internal control systems established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that all internal control systems contain inherent limitations and no system of risk management and internal controls can provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, losses, fraud or other irregularities.

The Board will consider the necessity of establishing a separate Board risk committee when the need arises.

Audit Committee

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises the following three (3) Directors, all of whom are Non-Executive and Independent Directors:-

Mr Ong Soon Teik (Chairman)
Mr Lim Eng Hoe (Member)
Ms Ng Kheng Choo (Member)

None of the AC members is a former partner or director of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation

The Board ensures that the members of the AC are appropriately qualified to discharge their responsibilities. The Chairman of the AC, Mr Ong Soon Teik and members of the AC, Mr Lim Eng Hoe and Ms Ng Kheng Choo possess the requisite accounting and financial management expertise and experience.

The AC is governed by its Terms of Reference which highlights its duties and functions as follows:

- (a) to review with the external and internal auditors, the audit plan, their audit report, management letter and the Management's response;
- (b) to review the scope and results of audit and its cost effectiveness and the independence and objectivity of the external auditors. Where the external auditors also provide a substantial volume of non-audit services to the Group, to review the nature and extent of such services to maintain the balance of objectivity and value for money;
- (c) to review the interim and full-year financial results of the Company and the consolidated financial statements of the Group before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Listing Manual of the SGX-ST and any other relevant statutory or regulatory requirements;
- (d) To review the assurance from the CEO and the CFO on the financial records and financial statements;
- (e) to review annually the risk profile of the Company and the adequacy and effectiveness of the Company's internal controls including financial, operational, compliance and information technology controls and risk management systems;
- (f) to review the scope and results of the internal audit procedures as well as risk management policy covering risk frameworks, models and limits to the Board for approval;
- (g) to consider and make recommendations to the Board on the appointment, re-appointment and removal of external auditors and internal auditors, their remuneration and terms of engagement;
- (h) to review the adequacy of the internal audit function annually and ensure that a clear reporting structure is in place between the AC and the internal auditors;

Statement on Corporate Governance Report

- (i) to meet with the external and internal auditors without the presence of the Management annually to review the assistance given by the Management to the external and internal auditors and any matters which the external and internal auditors would like to draw to the AC's attention;
- (j) to review interested persons transactions ("IPTs") to comply with the rules of the Listing Manual of the SGX-ST and other relevant statutory requirements and any potential conflicts of interest; and
- (k) to commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law within or outside the jurisdiction of Singapore, rules or regulations which has or is likely to have a material impact on the operating results and financial position of the Group.

The Group outsources its internal audit function to KPMG Services Pte. Ltd. ("Internal Auditors"). The AC approved the engagement, evaluation, and compensation of the internal auditors of the Company. The AC reviews the scope of work and deliverables by the Internal Auditors who in turn ensures adequate staffing to fulfil the scope of internal audit work agreed upon. KPMG Services Pte. Ltd. has adopted the Standards for Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The AC is further satisfied that the Internal Auditors has unfettered access to all the Company's documents, records, properties and personnel, including the access to the AC. The Internal Auditors will report directly to the AC on audit findings and the Management of the Group on administrative matters.

The objective of the internal audit function is to determine whether the Group's risk management, control and governance processes, as designed by the Group, are adequate and observed in the manner acceptable by the Group.

The AC reviews the adequacy and effectiveness of the internal audit function annually and ensures that the internal audit function is adequately resourced by examining the scope of internal audit work and its effectiveness and independence, the qualification and experiences of internal audit team assigned to conduct the internal audit works.

Following the review, the AC is of the view that the internal audit function is effective, has adequate resources to perform its functions, is independent from the activities that it audits and has appropriate standing within the Group.

The AC has the power to conduct and authorise investigations into matters within the AC's scope of responsibility. The AC also has full access to and co-operation of the Company's Management and has full discretion to invite any Director or executive officer to attend the AC meetings, and has been given reasonable resources to enable it to discharge its functions.

The AC has direct access to the internal and external auditors and has met with them without the presence of the Management annually.

The AC has reviewed the key audit matters disclosed in the independent auditors' report and is of the view that there is no material inconsistency between the audit procedures adopted by the independent auditors and Management's assessment and is satisfied that the key audit matters have been appropriately dealt with.

The Company has paid the following aggregate amount of fees to BDO LLP, the external auditors, for services rendered in for the financial year ended 30 June 2022:-

Services	Amount (SGD)
Audit service	111,000
Non-audit service	7,000
Total	118,000

The AC had reviewed all audit and non-audit fees paid to BDO LLP, the scope of services, the qualification, the independence and the objectivity of the external auditors in the meeting held in 2022. BDO LLP has confirmed that they are public accounting firm registered with the Accounting and Corporate Regulatory Authority and provided a confirmation on their independence to the AC.

Statement on Corporate Governance Report

The AC is satisfied that BDO LLP is able to meet the audit requirements and statutory obligation of the Company. In view of their requisite qualification and independence status, the AC is satisfied that Rule 712 of the Listing Manual of the SGX-ST is complied with.

The Company has complied with Rule 715 of the Listing Manual of the SGX-ST as BDO LLP was engaged as the external auditors for the Company and its subsidiaries in Singapore for FY2022.

The Group has in place a Whistle Blowing Policy to enable persons employed by the Group to report any suspicion or possible improprieties in matters of financial reporting, non-compliance with regulations, policies and fraud, etc, to the members of AC in writing for resolution, without any prejudicial implications for these employees. The AC will, depending on the nature of the concern, initiate inquiries to determine whether an investigation is appropriate and the form that it should take. The Whistle Blowing Policy also serves to ensure that any issues or complaints raised will be dealt with swiftly and effectively and ensures that the identity of the whistle-blower is kept confidential and the Group is committed to ensure protection of the whistle-blower against detrimental or unfair treatment. The AC has been vested with the power and authority to receive, investigate and enforce appropriate action whenever any such non-compliance matter is brought to the AC's attention.

As of to-date, there were no reports received through the whistle blowing mechanism.

The AC has reviewed all IPTs during FY2022 and is of the opinion that Chapter 9 of the Listing Manual of SGX-ST has been complied with.

In the event that a member of the AC is interested in any matter being considered by the AC, he/she will abstain from participating in the proceedings in relation to that particular transaction and will not vote on that particular resolution.

To keep abreast of the changes in accounting standards and issues which have a direct impact on financial statements, advice is sought from the external auditors when they attend the AC meetings quarterly, where applicable.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings, Engagement with Shareholders, and Engagement with Stakeholders

Principle 11: *The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.*

Principle 12: *The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.*

Principle 13: *The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

In line with the continuous disclosure obligations of the Company pursuant to the Listing Manual of SGX-ST, the Company is committed to engage in regular and effective communication with its shareholders and ensures that all shareholders should be equally informed of all major developments of the Group which would likely materially affect the price or value of the Company's shares to facilitate the shareholders to exercise their ownership rights.

Statement on Corporate Governance Report

The Company does not practice selective disclosure as all material and price-sensitive information is released through SGXNET.

The information is disseminated to shareholders of the Company on a timely basis through:

- announcements and/or press release released through SGXNET;
- annual reports and circulars prepared and issued to all shareholders of the Company; and
- the official website of the Company (<http://www.okh.com.sg>).

To keep shareholders and stakeholders of the Company updated on the latest announcements, press releases and stock details of the Company, the shareholders and potential investors or stakeholders have 24-hour access to the Company's website. In addition, the shareholders and potential investors or stakeholders may subscribe for automated email alerts services from the Company's website to receive email alerts on the latest announcements and press releases disclosed over SGXNET. Enquiries may also be posted to the Company's investor relations by email.

When the opportunities arise, the Company will consider holding analyst briefings or investor roadshows to meet institutional and retail investors as well as to solicit and understand the view of shareholders and stakeholders.

In view of the above, the Company did not implement a formal investor relation policy because there are existing channels to actively engage and promote regular, effective and fair communication with shareholders.

All shareholders of the Company are given the opportunity to participate, voice their views or opinions and ask Directors or the Management questions regarding the Company and the Group in every AGM and Special General Meeting of the Company. The Board of Directors of the Company, including the Chairpersons of AC, RC and NC will be present at general meetings to address any questions or concerns of shareholders at general meetings. The external auditors will also be present at the AGM to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report.

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The Company has and will publish the minutes of the forthcoming AGM on its corporate website and the SGXNET within one month from the conclusion of the AGM.

There are separate resolutions at the general meetings to address each distinct issue. Each item of special business included in the notice of the general meetings will be accompanied by full explanation of the effects of a proposed resolution. The Company's Bye-Laws allow a shareholder or a depositor to appoint not more than two (2) proxies to attend and vote in absentia at general meetings. Where the member is a Central Depository (Pte) Ltd (or its nominee as notified in writing to the Company), it can appoint more than 2 proxies. Proxies need not be a shareholder of the Company.

The Board will put all resolutions to vote by poll and make an announcement of the detailed results showing the numbers of votes cast for and against each resolution and the respective percentages. Shareholders will be briefed on the rules, including poll voting procedures that govern general meetings of shareholders.

The Company does not have a policy on payment of dividends. The issue of payment of dividend is deliberated by the Board annually having regard to various factors, including but not limited to the Group's actual and projected financial performance; projected levels of capital expenditure and other investment plans; working capital requirements and general financial conditions; and the level of the Group's cash and retained earnings. Taking into account the above factors, the Board has not recommended dividends to be paid in respect of FY2022.

The Company has identified stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the Group's business and operations. Such stakeholders include, but not limited to, customers, suppliers, employees, investors and regulators. The Company has also undertaken a process to determine the economic, environmental, social and governance issues, which are important to these stakeholders. The Company engages its stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders.

Statement on Corporate Governance Report

Detailed approach to the stakeholder engagement and materiality assessment is disclosed in the Company's sustainability report FY2022, which is included in Company's Annual Report FY2022.

MATERIAL CONTRACTS

Save as disclosed under Material Contracts in the Company's Circular dated 31 December 2012, Company's Circular dated 4 July 2016 and announcements released over SGXNET, there were no material contracts including loans subsisting at the end of FY2022, involving the interests of any Director, the CEO or the controlling shareholders of the Group.

INTERESTED PERSON TRANSACTIONS

There were no interested person transactions equal to or exceeding S\$100,000 in aggregate between the Company or its subsidiaries with any of its interested persons (as defined in Chapter 9 of the Listing Manual of the SGX-ST) other than the following interested person transaction entered into during FY2022:-

Name of interested party	Nature of relationship	Aggregate value of all interested person transaction during the financial period under review (excluding transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transaction conducted under shareholders' mandate pursuant to Rule 920
		S\$'000	S\$'000
<u>Haiyi Holdings Pte Ltd</u>			
Interest on loan	Controlling shareholder	1,972	-

DEALING IN SECURITIES

The Company has complied with Rule 1207(19) of the Listing Manual of the SGX-ST in relation to the best practices on dealings in the securities:-

- The Company had devised and adopted its own internal compliance code to provide guidance to its officers with regards to dealings by the Company and its officers in its securities;
- Officers of the Company did not deal in the Company's securities on short-term considerations; and
- The Company and its officers did not deal in the Company's shares (i) during the periods commencing one month before the announcement of the Company's financial results for its half yearly and full year financial statements, ending on the date of the announcement of the relevant results, and (ii) if they are in possession of unpublished price-sensitive information of the Group.

In addition, the Directors and Management are expected to observe the insider trading laws at all times even when dealing in securities within permitted trading period.

Directors' Statement

The Directors of OKH Global Ltd. (the "Company") present their statement to the members together with the audited consolidated financial statements of the Company and its subsidiaries. (the "Group") for the financial year ended 30 June 2022, the statement of financial position of the Company as at 30 June 2022 and the statement of changes in equity of the Company for the financial year ended 30 June 2022.

1. OPINION OF THE DIRECTORS

In the opinion of the Board of Directors,

- (a) the consolidated financial statements of the Group and the statement of financial position of the Company and statement of changes in equity of the Company together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2022, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. DIRECTORS

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

Celine Tang
Lock Wai Han
Ong Soon Teik
Lim Eng Hoe
Ng Kheng Choo

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The Directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and related corporations as recorded in the register of Directors' shareholdings kept by the Company except as follows:

Name of Director and Company in which interests are held	Shareholdings registered in name of Director			
	At beginning of year		At end of year	
	Direct interest	Indirect interest	Direct interest	Indirect interest
Company: OKH Global Ltd. (No. of ordinary shares)				
Celine Tang	-	500,000,000	-	500,000,000

Directors' Statement

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONTINUED)

Mrs Celine Tang is entitled to exercise or control the exercise of not less than 20% of the votes attached to the shares held by her in Haiyi Holdings Pte. Ltd. She is therefore deemed to have interest in the 500,000,000 shares held by Haiyi Holdings Pte. Ltd.

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interest as at 21 July 2022 in the shares or debenture of the Company have not changed from those disclosed as at 30 June 2022.

5. SHARE OPTIONS

There were no share options granted by the Company or its subsidiary corporations during the financial year.

There were no share issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option as the end of the financial year.

6. AUDIT COMMITTEE

The audit committee of the Company is chaired by Ong Soon Teik, an independent Director, and includes Lim Eng Hoe and Ng Kheng Choo, who are both independent Directors. The audit committee has met four times since the last Annual General Meeting (AGM) and has carried out its functions, including reviewing the following, where relevant, with the executive Directors and external and internal auditors of the Company:

- (a) the audit plans of the internal and external auditors and the results of the auditors' examination and evaluation of the Group's systems of internal accounting controls;
- (b) the Company's and the Group's financial and operating results and accounting policies;
- (c) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company and external auditor's report on those financial statements before their submission to the Directors of the Company;
- (d) the half-yearly and full-year announcements as well as the related press releases on the results and financial position of the Company and the Group;
- (e) the co-operation and assistance given by the management to the Company's internal and external auditor; and
- (f) the re-appointment of the external auditor of the Company.

The audit committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the audit committee.

The audit committee has recommended to the Directors the nomination of BDO LLP for re-appointment as external auditor of the Company at the forthcoming AGM of the Company.

Directors' Statement

7. INDEPENDENT AUDITOR

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Directors

Lock Wai Han
Director

Ong Soon Teik
Director

22 September 2022

Independent Auditor's Report

To the Members of OKH Global Ltd.

Opinion

We have audited the financial statements of OKH Global Ltd. (the "Company") and its subsidiaries (the "Group") as set out on page 57 to page 107, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 June 2022;
- the consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended; and
- notes to the financial statements, including a summary of significant accounting policies.

In our opinion the accompanying consolidated financial statements of the Group and the statement of financial position of the Company and the statement of changes in equity of the Company are properly drawn up in accordance with International Financial Reporting Standards ("IFRSs") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2022, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* ("the Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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 judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditor's Report

To the Members of OKH Global Ltd.

Key Audit Matter

Valuation of investment properties

Refer to Notes 3(i) and 11 to the financial statements.

As at 30 June 2022, the Group has investment properties amounting to S\$120,500,000.

Investment properties represent a significant proportion of the assets in the Group's consolidated statement of financial position.

The Group's investment properties, which are located in Singapore, are measured at fair value.

The fair values of the investment properties are based on the valuation performed by an independent professional valuer (the "Valuer").

The valuation of the investment properties involved significant estimation by management in determining the underlying key assumptions made in the valuation as well as the valuation methodologies applicable as disclosed in Note 11 to the financial statements.

Inaccurate management's estimates made in the valuation assessment could result in a significant impact on the carrying amount of the investment properties at the end of reporting period and the fair value changes in the profit or loss for the year ended 30 June 2022.

Audit Response

We performed the following key procedures:

- We obtained the valuation reports performed on the investment properties and considered the competency, capabilities independence, and reviewed the terms of engagement of the Valuer;
- We involved and engaged our internal valuation specialists to assess and evaluate the reasonableness of the valuation methodology and key assumptions used for the valuation of the investment properties;
- We discussed with the Valuer on the key assumptions used in the valuation reports; and
- We also assessed the adequacy and appropriateness of the Group's disclosures.

Other Matters

The consolidated financial statements of the Group and the statement of financial position of the Company as at 30 June 2021 and the statement of changes in equity of the Company for the financial year ended 30 June 2021 were audited by another auditor who expressed an unmodified opinion on those financial statements on 27 October 2021.

Other Information

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

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

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

Independent Auditor's Report

To the Members of OKH Global Ltd.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Directors are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Independent Auditor's Report

To the Members of OKH Global Ltd.

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current year 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.

The engagement partner on the audit resulting in this independent auditor's report is Poh Chin Beng.

BDO LLP
Public Accountants and
Chartered Accountants

Singapore
22 September 2022

Statements of Financial Position

As At 30 June 2022

	Note	Group		Company	
		2022 S\$'000	2021 S\$'000	2022 S\$'000	2021 S\$'000
ASSETS					
Current assets					
Cash and bank balances	5	14,558	10,617	77	79
Trade and other receivables	6	3,966	3,540	15,476	36,213
Properties for sale	7	-	2,592	-	-
Non-current asset classified as held for sale	8	850	-	-	-
Total current assets		19,374	16,749	15,553	36,292
Non-current assets					
Property, plant and equipment	9	408	38	-	-
Investment properties	11	120,500	128,600	-	-
Investments in subsidiaries	12	-	-	10,000	10,000
Investment in a joint venture	13	-	-	-	-
Investment in associates	14	-	59,014	-	-
Financial asset at fair value through profit or loss	15	-	9,000	-	-
Total non-current assets		120,908	196,652	10,000	10,000
Total assets		140,282	213,401	25,553	46,292
LIABILITIES AND EQUITY					
Current liabilities					
Bank loans	16	21,920	77,822	-	-
Trade and other payables	17	9,435	8,888	48,315	19,041
Lease liabilities	18	61	3,308	-	-
Income tax payable		279	155	-	-
Total current liabilities		31,695	90,173	48,315	19,041
Non-current liabilities					
Bank loans	16	49,567	-	-	-
Other payables	17	2,688	8,004	2,688	8,004
Lease liabilities	18	195	29	-	-
Loans due to a shareholder	4	3,000	43,537	3,000	43,537
Total non-current liabilities		55,450	51,570	5,688	51,541
Total liabilities		87,145	141,743	54,003	70,582
Capital, reserves and non-controlling interests					
Share capital	19	27,916	27,916	8,936	8,936
Share premium		69,304	69,304	72,155	72,155
Contributed surplus		12,063	12,063	126,389	126,389
Translation reserve		(1,491)	(4,141)	(1,491)	(1,491)
Other reserve		-	(182)	-	-
Accumulated losses		(54,655)	(33,602)	(234,439)	(230,279)
Equity attributable to owners of the Company		53,137	71,358	(28,450)	(24,290)
Non-controlling interests		-	300	-	-
Net equity/(Capital deficiency)		53,137	71,658	(28,450)	(24,290)
Total liabilities and equity/(net of capital deficiency)		140,282	213,401	25,553	46,292

The accompanying notes form an integral part of the financial statements.

Consolidated Statement of Comprehensive Income

For The Financial Year Ended 30 June 2022

	Note	Group	
		2022 S\$'000	2021 S\$'000
Revenue	20	16,458	16,132
Cost of sales		(2,843)	(2,434)
Gross profit		13,615	13,698
Other income	21	988	1,336
Other expenses	22	(27,706)	(5,707)
Loss allowance on trade and other receivables		(28)	(180)
General and administrative expenses		(4,373)	(3,528)
Finance costs	23	(3,656)	(3,873)
Share of (loss)/profit of associates	14	(106)	1,884
(Loss)/Profit before income tax	24	(21,266)	3,630
Income tax expense	25	(87)	-
(Loss)/Profit for the financial year		(21,353)	3,630
Other comprehensive income			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Reclassification of other comprehensive income on disposal of associates		3,836	-
Share of other comprehensive (loss)/income of associates		(1,004)	735
Other comprehensive income for the financial year		2,832	735
Total comprehensive (loss)/income for the financial year		(18,521)	4,365
(Loss)/ Earnings per share (cents)			
Basic and diluted	26	(1.89)	0.32

The accompanying notes form an integral part of the financial statements.

Statements of Changes In Equity

For The Financial Year Ended 30 June 2022

	Share Capital (Note 19)	Share premium (Note i)	Contributed surplus (Note iii)	Translation reserve (Note ii)	Other reserve (Note iv)	Accumulated losses	Equity attributable to owners of the Company	Non-controlling interests	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group									
Balance as at 1 July 2021	27,916	69,304	12,063	(4,141)	(182)	(33,602)	71,358	300	71,658
Total comprehensive loss for the year:									
Loss for the year	-	-	-	-	-	(21,353)	(21,353)	-	(21,353)
Other comprehensive income for the year	-	-	-	2,650	182	-	2,832	-	2,832
Total	-	-	-	2,650	182	(21,353)	(18,521)	-	(18,521)
<i>Transaction recognised directly in equity:</i>									
Acquisition of shares from non-controlling interest	-	-	-	-	-	300	300	(300)	-
Balance as at 30 June 2022	27,916	69,304	12,063	(1,491)	-	(54,655)	53,137	-	53,137
Balance as at 1 July 2020	27,916	69,304	12,063	(4,582)	(476)	(37,232)	66,993	300	67,293
Total comprehensive income for the year:									
Profit for the year	-	-	-	-	-	3,630	3,630	-	3,630
Other comprehensive income for the year	-	-	-	441	294	-	735	-	735
Total	-	-	-	441	294	3,630	4,365	-	4,365
Balance as at 30 June 2021	27,916	69,304	12,063	(4,141)	(182)	(33,602)	71,358	300	71,658

The accompanying notes form an integral part of the financial statements.

Statements of Changes In Equity

For The Financial Year Ended 30 June 2022

	Share Capital (Note 19) S\$'000	Share premium (Note i) S\$'000	Contributed surplus (Note iii) S\$'000	Translation reserve (Note ii) S\$'000	Accumulated losses S\$'000	Total S\$'000
Company						
Balance as at 1 July 2021	8,936	72,155	126,389	(1,491)	(230,279)	(24,290)
Loss for the year, representing total comprehensive loss for the year	-	-	-	-	(4,160)	(4,160)
Balance as at 30 June 2022	8,936	72,155	126,389	(1,491)	(234,439)	(28,450)
Balance as at 1 July 2020	8,936	72,155	126,389	(1,491)	(230,001)	(24,012)
Loss for the year, representing total comprehensive loss for the year	-	-	-	-	(278)	(278)
Balance as at 30 June 2021	8,936	72,155	126,389	(1,491)	(230,279)	(24,290)

Notes:

- (i) The Bermuda Companies Act provides that where a company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on those shares shall be transferred to an account, to be called "the share premium account" and the provisions of The Bermuda Companies Act relating to a reduction of share capital shall, except as provided in Section 40 of The Bermuda Companies Act, apply as if the share premium account were paid up share capital for the Company. The share premium account may be applied by the Company in paying for issue of bonus shares, paying for expenses on issue of shares or debentures of the Company and paying premium on redemption of shares and debentures of the Company.
- (ii) Translation reserve represents exchange differences relating to the translation from the functional currency of the Group's foreign associates into S\$; and in 2013, the Company changed its functional currency and presentation currency from RMB to S\$. Accordingly, the exchange differences resulting from translation of assets, liabilities and equity at applicable rate are recognised under the translation reserve.
- (iii) Contributed surplus represents the credit arising from the capital reorganisation through a reduction of par value of each ordinary share in the capital of the Company from US\$0.16 to US\$0.01 pursuant to a special resolution passed by the shareholders at the special general meeting of the Company held on 29 July 2016.
- (iv) Other reserve represents the Group's share of its associates' other comprehensive income (apart from translation reserve (Note (ii) above).

Consolidated Statement of Cash Flows

For The Financial Year Ended 30 June 2022

	Note	Group	
		2022 S\$'000	2021 S\$'000
Operating activities			
(Loss)/Profit for the financial year		(21,353)	3,630
Adjustments for:			
Income tax expense		87	-
Loss allowance on trade receivables from third parties		24	80
Loss allowance on other receivables due from joint venture		4	100
Loss on sale of investment properties		19	40
Loss on sale of investment in associates		18,342	-
Fair value loss on sale of financial asset at fair value through profit or loss		1,000	-
Gain on disposal of property, plant and equipment		(149)	-
Depreciation of property, plant and equipment		108	11
Interest expense		3,656	3,873
Changes in fair value of investment properties		8,364	5,611
Diminution in value of properties for sale		-	96
Reversal of payables and accruals		-	(134)
Interest income		-	(1)
Share of loss/(profit) of associates		106	(1,884)
Operating cash flows before movement in working capital		10,208	11,422
Trade and other receivables		(454)	(41)
Trade and other payables		(1,084)	(486)
Cash generated from operations		8,670	10,895
Interest paid		(7,342)	(1,783)
Income tax refund/(paid)		36	(105)
Net cash from operating activities		1,364	9,007
Investing activities			
Purchase of property, plant and equipment		(210)	(15)
Proceeds from disposal of property, plant and equipment		149	-
Proceeds from sale of investment properties		1,459	960
Proceeds from sale of investment in associates		43,400	-
Proceeds from sale of investment in financial asset at fair value through profit or loss		8,000	-
Interest received		-	1
Net cash from investing activities		52,798	946
Financing activities			
Repayment of bank loans		(10,335)	(1,716)
Repayment of lease liabilities		(3,349)	(4,802)
Proceeds from bank loan		4,000	-
Repayment of loans due to a shareholder		(40,537)	-
Net cash used in financing activities		(50,221)	(6,518)
Net increase in cash and cash equivalents		3,941	3,435
Cash and cash equivalents at beginning of year		10,617	7,182
Cash and cash equivalents at end of year	5	14,558	10,617

The accompanying notes form an integral part of the financial statements.

Notes to Financial Statements

For the financial year ended 30 June 2022

1. GENERAL

The Company is incorporated in Bermuda with its principal place of business and registered office at 46 Kim Yam Road, #01-11, The Herencia, Singapore 239351 and Clarendon House, 2 Church Street, Hamilton HM11 Bermuda respectively. The Company is listed on the mainboard of Singapore Exchange Securities Trading Limited.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries, joint venture and associates are disclosed in Notes 12, 13 and 14 to the financial statements respectively.

The consolidated financial statements of the Group and the statement of financial position as at 30 June 2022 and statement of changes in equity of the Company for the year ended 30 June 2022 were authorised for issue by the Board of Directors on 22 September 2022.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") under the historical cost convention, except as disclosed in the accounting policies below.

The individual financial statements of each entity within the Group are measured and presented in the currency of primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar ("S\$") which is the functional currency of the Company and the presentation currency for the consolidated financial statements and all values presented are rounded to the nearest thousand ("S\$'000") as indicated.

The preparation of financial statements in compliance with IFRS requires management to make judgements, estimates and assumptions that affect the Group's application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. The areas where such judgements or estimates have significant effect on the financial statements are disclosed in Note 3 to the financial statements.

Going concern

The Group reported a net loss of S\$21,353,000 for the financial year ended 30 June 2022, and as of that date, the Group's current liabilities exceeded its current assets by S\$12,321,000 (2021: S\$73,424,000).

The Company reported a net loss of S\$4,159,000 (2021: S\$278,000) for the financial year ended 30 June 2022, and as of that date, the Company's current liabilities exceeded its current assets by S\$32,762,000 and is in capital deficiency of \$28,450,000 (2021: S\$24,290,000).

In view of these circumstances, the Directors of the Company have given careful consideration of the future liquidity and cash flows of the Group in assessing whether the Group will have sufficient financial resources to continue as a going concern for the next 12 months from the date of authorisation of these financial statements. For this purpose, management has prepared a month by month cash flows forecast up to 30 September 2023 (the "Cash Flow Forecast") based on latest available financial information. In preparing the Cash Flows forecast, the following judgement and assumptions have been taken by the Group:

- i) The banks will not withdraw the banking facilities currently being utilised by the Group for the period up to 30 September 2023.
- ii) The bank continues to support the Group on the credit facilities by way of rolling over the money market loan facilities.
- iii) The Group will be in compliance with the financial covenants imposed by the banks up to 30 September 2023.
- iv) The Group is able to generate sufficient cash inflows from operating activities for the period up to 30 September 2023 to repay the portion of the bank loans when due.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

Going concern (Continued)

Based on the above assessment, the Directors and management are of the view that the Group is able to generate adequate cash flows to discharge liabilities in normal course of business. Consequently, the financial statement for the financial year ended 30 June 2022 have been prepared on a going concern basis.

Changes in accounting policies

New standards, amendments and interpretations effective from 1 July 2021

The standards, amendments to standards, and interpretations, issued by International Accounting Standards Board ("IASB") and IFRS Interpretations Committee ("IFRIC") that will apply for the first time by the Group are not expected to impact the Group as they are either not relevant to the Group's business activities or require accounting which is consistent with the Group's current accounting policies.

New standards, amendments and interpretations issued but not yet effective

The following standards and amendments to standards have been issued by IASB that are effective in future accounting periods and the Group has not decided to early adopt:

		Effective date (annual periods beginning on or after)
Amendments to IFRS 10, IAS 28	: Sales or Contribution to Assets between an Investor and its Associate or Joint Venture	To be determined
Various	: Annual Improvements to IFRSs 2018-2020	1 January 2022
Amendments to IAS 1	: Classification of Liabilities as Current or Non-Current	To be determined
Amendments to IAS 8	: Definition of Accounting Estimates	1 January 2023
Amendments to IAS 1	: Disclosure of Accounting Policies	1 January 2023

Management anticipates that the adoptions of the above IFRS and amendments to IFRS and IAS in future periods will not have a material impact on the financial statements in the period of their initial adoption.

2.2 Basic of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

In the Company's financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

2.3 Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under the IFRS are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment awards transactions with share-based payment awards transactions of the acquirer in accordance with the method in IFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held For Sale and Discontinued Operations* are measured in accordance with that standard.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments

Financial assets and financial liabilities are recognised on the Group's consolidated statement of financial position when Group becomes a party to the contractual provisions of the instruments.

Financial assets

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Except for debt instruments that meet the conditions for subsequent measurement at amortised cost, all other financial assets are subsequently measured at fair value through profit or loss ("FVTPL").

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost, except for short-term balances when the effect of discounting is immaterial.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income ("FVTOCI") are measured at FVTPL. Specifically:

- * Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

Financial assets at FVTPL are measured at fair value as at each reporting date, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade and other receivables and financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

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

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written-off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries subsequent to the written-off made are recognised in profit or loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debts and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, except for short-term payables where the recognition of interest would be immaterial.

Bank loans and loans due to a shareholder are initially measured at fair values, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs (see below).

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.5 Properties for sale

Properties for sale are stated at lower of cost and net realisable value. Cost is determined by apportionment of the total land cost, development costs and capitalised borrowing costs based on floor area of the unsold properties. Net realisable value is determined by reference to sale proceeds of properties sold in the ordinary course of business less all estimated selling expenses; or is estimated by management in the absence of comparable transactions after taking into consideration prevailing market conditions.

2.6 Non-current assets held for sale

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

Non-current assets classified as held for sale are measured at the lower of the asset's previous carrying amount and fair value less costs to sell. The assets are not depreciated or amortised while classified as held for sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Leases

The Group as lessor

When the Group is a lessor, it determines whether each lease entered is a finance or an operating lease at the lease inception date and reassessed only if there is a lease modification. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Whereas it is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

If the lease arrangement contains lease and non-lease components, the Group applies the principles within IFRS 15 to allocate consideration in the lease arrangement.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The lease payment recognised is included as part of "Revenue". Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses the incremental borrowing rate specific to the lessee.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options. The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets recognised as investment property

The right-of-use assets recognised as investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, the right-of-use assets recognised as investment property is measured at fair value. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

Such right-of-use assets are included in investment properties in the consolidated statement of financial position.

All other right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent possible, the costs are included in the related right-of-use asset.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

2.8 Property, plant and equipment

Property, plant and equipment are initially recognised at cost. The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Subsequent expenditure on an item of property, plant and equipment is added to the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Property, plant and equipment (Continued)

Depreciation on the property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives, on the following bases:

Computer equipment	3 to 5 years
Machinery	5 years
Motor vehicles	4 to 5 years
Office furniture and fittings	3 to 5 years
Renovation	3 to 5 years

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

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimates accounted for on a prospective basis.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Fully depreciated assets are retained in the book of accounts until they are no longer in use.

2.9 Investment properties

Investment properties, which are properties held to earn rentals and/or for capital appreciation, including properties under construction for such purposes, are measured initially at its cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Transfers are made to investment properties when and only when there is a change in use. For a transfer from properties for sale to investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss.

2.10 Investment in associates and joint venture

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

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Investment in associates and joint venture (Continued)

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

2.11 Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of cash flows comprise cash on hand and demand deposits that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2.13 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.14 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Construction service income

Revenue from rendering of construction services is recognised as and when services are performed and rendered that is at a point in time.

Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Property management income

Project management income pertains to services included in leasing contracts which gives rise to revenue from non-lease components that is under the scope of IFRS 15. The property management services provided to tenants include a series of distinct services, for example, maintenance, cleaning and administrative and support services, which are recognised as a single performance obligation satisfied over time.

2.15 Borrowing costs

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

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.16 Financial guarantee contract

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

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less cumulative amortisation.

2.17 Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense when employees have rendered the services entitling them to the contributions. Payments made to state- managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

2.18 Employee leave entitlement

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

2.19 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

2.20 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before income tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on the temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Income tax (Continued)

Deferred tax liabilities are recognised on taxable temporary differences associated with investments in subsidiaries, associate and joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Except for investment properties measured using the fair value model, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The directors of the Company reviewed the Group's investment property portfolios and concluded that none of the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the Directors have determined that the 'sale' presumption set out in the amendments to IAS 12 is not rebutted. The Group has not recognised any deferred taxes on changes in fair value of the investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.21 Foreign currency transactions and translation

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are translated into Singapore dollars using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the header of translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

Goodwill and fair value adjustments assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange difference arising are recognised in other comprehensive income.

Notes to Financial Statements

For the financial year ended 30 June 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's Chief operating decision maker, who is responsible for allocating resources and assessing performance of operating segments.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying the Group's accounting policies

Apart from the going concern assumptions set out in Note 2.1 to the financial statements and those involving estimations (see below), management has not made any judgements in the process of applying the Group's accounting policies that will have a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

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

i) Valuation of investment properties

The Group has investment properties measured at fair value. The finance team, who reports to the Board of Directors of the Company, determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of the investment properties, the Group uses market-observable data to the extent it is available. The Group engages third party qualified valuers to perform the valuation on a yearly basis. The finance team works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs. The finance team reports the findings to the Board of Directors of the Company to explain the cause of fluctuations in the fair value of the investment properties.

These estimated fair values may differ significantly from the prices at which the investment properties can be sold due to the actual negotiations between willing buyers and sellers as well as changes in assumptions and conditions arising from unforeseen events. Consequently, the actual results and the realisation of these investment properties could differ significantly from the estimated fair values determined.

The carrying amounts of the investment properties are disclosed in Note 11 to the financial statements.

Notes to Financial Statements

For the financial year ended 30 June 2022

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

ii) Impairment in investments in subsidiaries

The Group assesses annually whether its investments in subsidiaries has any indication of impairment in accordance with its accounting policy. Management has carried out a review of the recoverable amount of the investment in subsidiaries having regard to the existing performance and the carrying value of the net tangible assets of the respective subsidiaries. Management has estimated that the net tangible assets of the respective subsidiaries approximate their fair values less cost to sell as the investment properties, if any, recorded in these subsidiaries' books are already measured at fair value. The remaining assets which are largely current together with the current liabilities approximate their respective fair values and non-current liabilities relate mainly to bank loans. Allowance for impairment is provided for, where necessary.

As at the end of the financial year, total allowance for impairment loss of S\$133,918,000 (2021: \$133,918,000) have been made for investments in subsidiaries based on the market conditions reflecting the recoverability of the net assets in subsidiaries.

The carrying amounts of the investment in subsidiaries are disclosed in Note 12 to the financial statements.

4. RELATED COMPANIES AND OTHER RELATED PARTIES TRANSACTIONS

Related companies in these financial statements refer to members of the Company's group of companies. Related parties refer to associate, joint venture, Directors, and companies which Directors have a beneficial interest in.

Some of the Group's transactions and arrangements are with related parties and related companies and the effect of these on the basis determined between the parties is reflected in these financial statements.

As at 30 June 2022, the Company has one (2021: three) loan due to a shareholder, Haiyi Holdings Pte. Ltd., as follows:

- (i) An unsecured loan of S\$3,000,000 (2021: S\$3,000,000) which bears interest of 4.8% per annum (2021: 4.8% per annum). The loan is due for repayment in July 2023.
- (ii) A secured loan of S\$30,537,000 which bore interest of 4.8% per annum in 2021. The loan was secured on the Group's entire shareholding in Equalbase Pte. Ltd. ("EBPL"), formerly known as Pan Asia Logistics Investment Holdings Pte. Ltd. and Deltanvil Pte. Ltd. ("DAPL"), formerly known as Pan Asia Logistics Holdings Singapore Pte. Ltd. (Notes 14 and 15). The loan was fully repaid during the financial year ended 30 June 2022.
- (iii) A secured loan of S\$10,000,000 which bore interest of 4.8% per annum in 2021. The loan was secured on the Group's entire shareholding in EBPL (Note 14). The loan was fully repaid during the financial year ended 30 June 2022.

Management is of the view that the carrying amounts of the loans due to shareholder recognised in the financial statements approximate their respective fair values at the end of the reporting period as they approximate market interest rate.

Other receivables or payables with intercompany balances, including subsidiaries, joint venture and related parties are unsecured, interest free, repayable on demand and expected to be settled in cash. Details of the balances are disclosed in Notes 6 and 17 to the financial statements respectively.

Notes to Financial Statements

For the financial year ended 30 June 2022

4. RELATED COMPANIES AND OTHER RELATED PARTIES TRANSACTIONS (CONTINUED)

In addition to the related party transactions disclosed elsewhere in the financial statements, the following are significant related party transactions entered into by the Group with related parties:

	Group	
	2022	2021
	S\$'000	S\$'000
<u>Shareholder</u>		
Interest on loans due to a shareholder	1,972	2,090

Compensation of Directors and key management personnel

The remuneration of Directors and other members of key management during the years were as follows:

	Group	
	2022	2021
	S\$'000	S\$'000
Short-term benefits	840	907
Post-employment benefit	27	33
	867	940

The remunerations of Directors and other members of key management is determined by the remuneration committee having regard to the performance of the individuals and market trends.

5. CASH AND BANK BALANCES

	Group		Company	
	2022	2021	2022	2021
	S\$'000	S\$'000	S\$'000	S\$'000
Cash at bank	14,055	10,115	77	79
Fixed deposits	503	502	-	-
Cash and cash equivalents in the consolidated statement of cash flows	14,558	10,617	77	79

Cash and cash equivalents comprise cash at bank and short-term bank deposits with an original maturity of one year or less.

As at 30 June 2022, fixed deposits bear an effective interest rate of 0.05% (2021: 0.05%) per annum and for tenure of three (2021: three) months.

Included in the cash at bank of the Group is an amount of approximately S\$3,389,000 (2021: S\$4,220,000), withdrawals from which are restricted to payments for approved expenditure incurred in relation to i) properties for sale (Note 7) and ii) investment properties (Note 11) and iii) repayment of certain bank loans (Note 16).

Notes to Financial Statements

For the financial year ended 30 June 2022

6. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2022 S\$'000	2021 S\$'000	2022 S\$'000	2021 S\$'000
Trade receivables from third parties	2,580	2,134	-	-
Other deposits	499	137	3	3
Advance payments to suppliers	343	166	56	45
Deferred expenses	261	503	-	-
Other receivables from:				
- Third parties	307	680	20	20
- Subsidiaries (Notes 4)	-	-	96,042	113,446
- Joint venture (Notes 4)	1,303	1,299	-	-
	5,293	4,919	96,121	113,514
Less: Loss allowance	(1,327)	(1,379)	(80,645)	(77,301)
	3,966	3,540	15,476	36,213

The average credit period for trade receivables is approximately 14 to 60 days (2021: 14 to 60 days). No interest is charged on the outstanding balance.

Other deposits and other receivables are non-trade in nature, unsecured and repayable on demand.

Loss allowance for trade receivables has been measured at an amount equal to lifetime expected credit losses ("ECL"). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate.

Except for amount due from subsidiaries and joint venture, other deposits and other receivables are considered to have low risk of default and there has been no significant increase in the risk of default on the receivables since initial recognition.

Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to lifetime ECL. During the financial year ended 30 June 2022, the Group made a loss allowance of S\$4,000 (2021: S\$100,000) arising from receivable from its joint venture as the joint venture continued to incur losses for the financial year ended 30 June 2022, the Group is of the view that the above receivable from its joint venture is no longer recoverable, and accordingly, assessed to be credit-impaired based on lifetime ECL (stage 3) and have been fully impaired during the financial year.

The Company's amounts due from subsidiaries are unsecured, interest-free and repayable on demand. For purpose of impairment assessment, the receivables are considered to be recoverable as the timing of payment is controlled by the Company taking into account cash flow management within the group of companies and has been measured based on lifetime ECL (stage 2).

The following table details the risk profile of trade receivables from contracts with customers based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer base.

Notes to Financial Statements

For the financial year ended 30 June 2022

6. TRADE AND OTHER RECEIVABLES (CONTINUED)

	Group trade receivables - days past due				Total S\$'000
	Not past due	< 3 months	3 - 6 months	6 - 12 months	
	S\$'000	S\$'000	S\$'000	S\$'000	
2022					
Expected credit loss rate	*%	*%	*%	21%	
Estimated total gross carrying amount at default collectively assessed	1,324	1,137	5	114	2,580
Lifetime ECL	-	-	-	(24)	(24)
2021					
Expected credit loss rate	*%	*%	*%	20%	
Estimated total gross carrying amount at default collectively assessed	1,271	390	78	395	2,134
Lifetime ECL	-	-	-	(80)	(80)

* The expected credit loss rate is assessed as negligible.

The movements in credit loss allowance are as follows:

	Group	
	2022 S\$'000	2021 S\$'000
Balance at beginning of the year	1,379	1,199
Loss allowance recognised in profit or loss during the year on:		
- Trade receivables due from third parties (Note 24)	24	80
- Other receivables due from joint venture (Note 24)	4	100
Loss allowance written off	(80)	-
Balance at end of the year	1,327	1,379
	Company	
	2022 S\$'000	2021 S\$'000
Balance at beginning of the year	77,301	77,750
Loss allowance recognised/(reversed) in profit or loss during the year	3,344	(449)
Balance at end of the year	80,645	77,301

Notes to Financial Statements

For the financial year ended 30 June 2022

7. PROPERTIES FOR SALE

	Group	
	2022 S\$'000	2021 S\$'000
Cost incurred for properties for sale	311,141	311,141
Less: Allowance for diminution in value	-	(892)
Cost of units of property recognised as cost of sales, to date	(182,943)	(182,943)
Transferred to investment property, to date	(128,198)	(124,714)
Net properties for sale	-	2,592
<u>Movement in the allowance of diminution in value</u>		
	Group	
	2022 S\$'000	2021 S\$'000
Balance at beginning of the year	892	8,394
Charge to profit or loss (Note 22)	-	96
Transferred to investment properties	(892)	(7,598)
Balance at end of the year	-	892

All of the Group's properties for sale are mortgaged to banks as security for credit facilities obtained by the Group (Note 16).

8. NON-CURRENT ASSET CLASSIFIED AS HELD FOR SALE

On 26 May 2022, the Company's wholly owned subsidiary, OKH Loyang Pte Ltd entered into an agreement with a buyer for the sale of 1 unit of investment property at 56 Loyang Way Singapore 508775 for the price of S\$850,000.

As at 30 June 2022, the property was revalued to its realisable value of S\$850,000 and was classified as non-current asset held for sale.

The above sale transaction was completed on 26 July 2022.

Notes to Financial Statements

For the financial year ended 30 June 2022

9. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment	Machinery	Motor vehicles	Office equipment and fittings	Renovation	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group						
Cost						
At 1 July 2021	410	383	1,101	273	220	2,387
Additions	32	-	446	-	-	478
Disposals	(52)	(33)	(493)	(5)	-	(583)
At 30 June 2022	390	350	1,054	268	220	2,282
Accumulated depreciation						
At 1 July 2021	376	383	1,101	269	220	2,349
Depreciation for the year	19	-	89	-	-	108
Disposals	(52)	(33)	(493)	(5)	-	(583)
At 30 June 2022	343	350	697	264	220	1,874
Carrying amount						
At 30 June 2022	47	-	357	4	-	408
Group						
Cost						
At 1 July 2020	395	383	1,101	273	220	2,372
Additions	15	-	-	-	-	15
At 30 June 2021	410	383	1,101	273	220	2,387
Accumulated depreciation						
At 1 July 2020	366	383	1,101	268	220	2,338
Depreciation for the year	10	-	-	1	-	11
At 30 June 2021	376	383	1,101	269	220	2,349
Carrying amount						
At 30 June 2021	34	-	-	4	-	38

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 10 to the financial statements.

Notes to Financial Statements

For the financial year ended 30 June 2022

10. RIGHT-OF-USE ASSETS

	Motor vehicles S\$'000	Computer equipment S\$'000	Total S\$'000
Group			
Cost			
At 1 July 2021	6	26	32
Additions	446	-	446
At 30 June 2022	452	26	478
Accumulated depreciation			
At 1 July 2021	6	12	18
Depreciation for the year	89	6	95
At 30 June 2022	95	18	113
Carrying amount			
At 30 June 2022	357	8	365
Cost			
At 1 July 2020 and 30 June 2021	6	26	32
Accumulated depreciation			
At 1 July 2020	6	6	12
Depreciation for the year	-	6	6
At 30 June 2021	6	12	18
Carrying amount			
At 30 June 2021	-	14	14

The Group's right-of-use assets relates to lease payments for computer equipment and motor vehicles under hire purchase arrangement. The average lease term ranges from 5 to 9 years (2021: 1 to 4 years).

11. INVESTMENT PROPERTIES

	Group	
	2022 S\$'000	2021 S\$'000
At fair value		
Balance at beginning of the year	128,600	125,863
Transfer from properties for sale (Note 7)	2,592	9,348
Sale of investment properties during the year	(1,478)	(1,000)
Change in fair value included in profit or loss (Note 24)	(8,364)	(5,611)
Reclassified to non-current asset classified as held for sale (Note 8)	(850)	-
Balance at end of the year	120,500	128,600

Notes to Financial Statements

For the financial year ended 30 June 2022

11. INVESTMENT PROPERTIES (CONTINUED)

All of the Group's property interests held under operating leases to earn rentals are classified and accounted for as investment properties and are measured using the fair value model.

As at 30 June 2022, the fair values of the Group's investment properties amounting to S\$120,500,000 (2021: S\$128,600,000) have been arrived at on the basis of a valuation carried out by United Valuers Pte. Ltd., independent qualified professional valuers not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The valuations of completed investment properties are determined by:

- market comparison approach that reflects recent sales transaction prices for similar properties; or
- income capitalisation approach, which is arrived at by reference to net rental income allowing for reversionary income potential and market evidence of transaction prices for similar properties in the same locations and conditions, where appropriate. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

There has been no change in the valuation technique used in prior years. In estimating the fair values of the properties, highest and best use of the properties are their current use.

Details of the Group's investment properties and information about the fair value hierarchy as at 30 June 2022 and 30 June 2021 are as follows:

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Fair value as at 30 June 2022 S\$'000
2022				
Investment properties	-	-	120,500	120,500

Fair value measurement of the Group's investment properties

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Fair value as at 30 June 2021 S\$'000
2021				
Investment properties	-	-	128,600	128,600

There were no transfers between the respective levels during the year.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used).

Notes to Financial Statements

For the financial year ended 30 June 2022

11. INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of the Group's investment properties (continued)

Location and name of properties	Type of properties	Valuation technique(s)	Significant unobservable input(s)	Range
46 & 58 Kim Yam Road The Herencia Singapore 239351	Commercial leasehold office	Income capitalisation method	Market rent per square foot per month ⁽¹⁾ Capitalisation rate ⁽²⁾	S\$3.48 (2021: S\$3.84) 10.0% (2021: 8.5%)
12 Tai Seng Link Singapore 534233	Industrial leasehold property	Market comparison	Price per square foot ⁽¹⁾	S\$326 (2021: S\$369)
56 Loyang Way Singapore 508775 ^(a)	Industrial leasehold property	Market comparison	Price per square foot ⁽¹⁾	S\$182 – S\$350 (2021: S\$188 – S\$378)
2 Buroh Crescent Singapore 627546 ^(b)	Industrial leasehold property	Market comparison	Price per square foot ⁽¹⁾	S\$126 – S\$319 (2021: S\$132 – S\$380)

(a) The units are
#01-03/04/05/09/10/11/12/13/14/15/20/22,
#02-03/04/11/12/13/14/15/16/19/20/21/22/23,
#03-04/14/19,
#04-01/04/11/12/13/14,
#05-03/04/05/06, and #06-01/03/06
(2021: #01-03/04/05/09/10/11/12/13/14/15/20/21/22,
#02-03/04/10/11/12/13/14/15/16/19/20/21/22/23,
#03-04/14/19,
#04-01/04/11/12/13/14,
#05-03/04/05/06, and #06-01/03/06).

(b) The units are
#01-10/18, #02-06, #04-01, #05-04, #06-02/03/04, #07-01/02 and #08-01/02
(2021: #01-18, #02-06, #04-01, #05-04, #06-02/03/04, #07-01/02 and #08-01/02).

(1) Any significant isolated increases (decreases) in these inputs would result in a significantly higher (lower) fair value measurement.

(2) Any significant isolated increases (decreases) in these inputs would result in a significantly lower (higher) fair value measurement.

Certain of the Group's investment properties with carrying amount of S\$120,000,000 (2021: S\$126,100,000) are mortgaged to banks as security for credit facilities obtained by the Group (Note 16).

Notes to Financial Statements

For the financial year ended 30 June 2022

11. INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of the Group's investment properties (continued)

The carrying amounts of investment properties shown above comprise properties situated on land in Singapore with remaining lease terms as follows:

	Group	
	2022	2021
	S\$'000	S\$'000
Lease term within 10 to 50 years	120,000	126,100
Lease term less than 10 years	500	2,500
	120,500	128,600

The gross rental income and direct operating expenses (including repairs and maintenance) arising from rental-generating investment properties are as follows:

	Group	
	2022	2021
	S\$'000	S\$'000
Gross rental income (Note 20)	16,334	16,031
Direct operating expenses	(2,832)	(2,434)

12. INVESTMENTS IN SUBSIDIARIES

	Company	
	2022	2021
	S\$'000	S\$'000
Unquoted equity shares, at cost	143,918	143,918
Less: Impairment loss	(133,918)	(133,918)
	10,000	10,000

Movement in impairment loss

	Company	
	2022	2021
	S\$'000	S\$'000
Balance at beginning and end of the year	133,918	133,918

Notes to Financial Statements

For the financial year ended 30 June 2022

12. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of the Company's subsidiaries at the end of the reporting period are as follows:

Name	Country of incorporation and operation	Company's proportion of ownership interest		Principal activities
		2022	2021	
		%	%	
Held by the Company				
OKH Holdings Pte. Ltd. ⁽¹⁾	Singapore	100	100	Construction services
OKH Capital Pte. Ltd. ⁽¹⁾	Singapore	100	100	Dormant
OKH Loyang Pte. Ltd. ⁽¹⁾	Singapore	100	100	Property development and investment properties
OKH Transhub Pte. Ltd. ⁽¹⁾	Singapore	100	100	Investment holding
Chronoz Investment Holding Pte. Ltd. ⁽¹⁾	Singapore	100	100	Investment holding
Held by OKH Holdings Pte. Ltd.				
OKH Management Pte. Ltd. ⁽¹⁾	Singapore	100	100	Dormant
OKH Development Pte. Ltd. ⁽²⁾	Singapore	100	85	Dormant
OKH (Woodlands) Pte. Ltd. ⁽¹⁾	Singapore	100	100	Property development and investment properties
Galaxia Development Pte. Ltd. ⁽¹⁾	Singapore	100	100	Investment properties
OKH Buroh Pte. Ltd. ⁽¹⁾	Singapore	100	100	Property development and investment properties

Notes:

(1) Audited by BDO LLP, Singapore.

(2) Audited by Deloitte & Touche LLP, Singapore

The Company has no significant non-controlling interests as at 30 June 2022 and 2021. Accordingly, no details of non-controlling interests is presented.

On 30 June 2022, the Company's subsidiary, OKH Holdings Pte. Ltd. had acquired 300,000 paid-up ordinary share of OKH Development Pte. Ltd. from the minority shareholder, ZACD (Woodlands) Pte. Ltd. for a nominal fee of S\$1 which represent the 15% of the issued and paid-up ordinary share capital of OKH Development Pte. Ltd..

13. INVESTMENT IN A JOINT VENTURE

	Group	
	2022 S\$'000	2021 S\$'000
Unquoted equity shares, at cost	265	265
Share of post-acquisition losses and other comprehensive expenses	(265)	(265)
	-	-

Notes to Financial Statements

For the financial year ended 30 June 2022

13. INVESTMENT IN A JOINT VENTURE (CONTINUED)

Details of the Group's joint venture at the end of the reporting period are as follows:

Name	Country of incorporation and operation	Proportion of ownership interest and voting power		Principal activities
		2022	2021	
		%	%	
OKH DLRE JV Pte. Ltd. ⁽¹⁾	Singapore	50	50	Generation, transmission, distribution and sale of electricity

Note:

(1) Audited by Deloitte & Touche LLP, Singapore

The joint venture is accounted for using the equity method in the consolidated financial statements.

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with Financial Reporting Standards in Singapore, which does not differ significantly from IFRS.

OKH DLRE JV Pte. Ltd.

	2022 S\$'000	2021 S\$'000
Total assets	214	277
Total liabilities	(1,398)	(1,418)
Net liabilities	(1,184)	(1,141)
Revenue	-	251
Loss for the year	(42)	(156)
Share of joint venture's loss for the year	-	-
Unrecognised share of loss for the year	(21)	(78)
Cumulative unrecognised share of loss of a joint venture	(592)	(571)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements is as follows:

	2022 S\$'000	2021 S\$'000
Net liabilities of the joint venture	(1,184)	(1,141)
Proportion of the Group's ownership in the joint venture	50%	50%
Share of net liabilities	(592)	(571)
Cumulative unrecognised share of loss of a joint venture	(592)	(571)
Carrying amount of the Group's interest in the joint venture	-	-

Notes to Financial Statements

For the financial year ended 30 June 2022

14. INVESTMENT IN ASSOCIATES

	Group	
	2022	2021
	S\$'000	S\$'000
Unquoted equity shares, at cost	30,000	30,000
Goodwill	3,987	3,987
Share of post-acquisition profits and other comprehensive income, net dividend received	23,919	25,027
Derecognised due to disposal	(57,906)	-
	-	59,014

(a) Details of the Group's associates at the end of the reporting period are as follows:

Name	Country of incorporation and operation	Proportion of ownership interest		Proportion of voting power held		Principal activities
		2022	2021	2022	2021	
		%	%	%	%	
<u>Held by OKH Transhub Pte. Ltd.</u> Equalbase Pte. Ltd ("EBPL") ⁽ⁱ⁾	Singapore	-	40	-	40	Investment holding
<u>Held through EBPL</u> Equalbase Tuas Pte. Ltd. ("ETPL") ⁽ⁱ⁾	Singapore	-	40	-	40	Provision of warehouse services
Equalbase Senai Sdn. Bhd ⁽ⁱ⁾	Malaysia	-	40	-	40	Provision of warehouse services
Equalbase PTP Sdn. Bhd ⁽ⁱ⁾	Malaysia	-	40	-	40	Provision of warehouse services
Pan Asia Logistics (Korea) Ltd. ("PAL Korea") ⁽ⁱ⁾	Korea	-	40	-	40	Provision of warehouse services
Equalbase Development Pte. Ltd. ⁽ⁱ⁾	Singapore	-	40	-	40	Property management services
<u>Held through ETPL</u> Pan Asia Logistics PTP Malaysia Sdn. Bhd. ⁽ⁱ⁾	Malaysia	-	40	-	40	Rental of property warehouse

All of the above associates are accounted for using the equity method in these financial statements.

Note:

(i) Audited by RSM Chio Lim LLP, Singapore and a member firm of RSM International.

Notes to Financial Statements

For the financial year ended 30 June 2022

14. INVESTMENT IN ASSOCIATES (CONTINUED)

- (b) Summarised financial information in respect of each of the Group's material associates is set out below. The associates are accounted for using the equity method in the consolidated financial statements.

Equalbase Pte. Ltd. and its subsidiaries

	2022*	2021
	S\$'000	S\$'000
Current assets	72,798	62,380
Non-current assets	204,496	199,367
Total assets	277,294	261,747
Current liabilities	24,781	23,740
Non-current liabilities	117,716	100,440
Total liabilities	142,497	124,180
Net assets	134,797	137,567
Revenue	17,890	18,692
Profit for the year	(264)	4,710
Other comprehensive (loss)/income for the period/year	(2,510)	1,837
Total comprehensive (loss)/income for the period/year	(2,774)	6,547
Share of associates' (loss)/profit for the period/year	(106)	1,884
Share of associates' other comprehensive (loss)/income for the period/year	(1,004)	735

Reconciliation of the above summarised financial information to the carrying amount of the interest in associates recognised in the consolidated financial statements:

	2022*	2021
	S\$'000	S\$'000
Net assets of the associates	134,797	137,567
Proportion of the Group's ownership in the associates	40%	40%
Share of net assets	53,919	55,027
Goodwill	3,987	3,987
Carrying amount of the Group's interests in the associates	57,906	59,014

* Represent the summarised financial information of the associates up to the date of disposal.

On 8 June 2022, the Group sold of its entire 40% stake in Equalbase Pte. Ltd. which accounts for the Group's entire investment in associates. The proceeds from the sales amounted to S\$43,400,000 and the carrying amount of the Group's interest in the associates amounted to S\$57,906,000 was derecognised and the translation reserves and other reserves relating to the associate's amounted to S\$3,836,000 was reclassified to consolidated statement of comprehensive income. A net loss of disposal of S\$18,342,000 was recorded in the consolidated statement of comprehensive income.

	2022
	S\$'000
Proceeds from the sales of the associates	43,400
Less:	
Carrying amount of the Group's interest in the associates	(57,906)
Translation reserves and other reserves related to the associate's reclassified to consolidated statement of comprehensive income	(3,836)
Loss on disposal of the associates	(18,342)

Notes to Financial Statements

For the financial year ended 30 June 2022

15. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group	
	2022	2021
	S\$'000	S\$'000
Unquoted equity shares:		
Financial asset at fair value through profit or loss	-	9,000

The investment in unquoted equity shares represents a 15% equity interest of Deltanvil Pte. Ltd.. The investment in unquoted equity shares was acquired in September 2014 and is recognised as a financial asset measured at fair value through profit or loss.

On 8 June 2022, the Group disposed of its entire 15% equity interest of Deltanvil Pte Ltd for S\$8,000,000 and a fair value loss of S\$1,000,000 was recognised in the consolidated statement of comprehensive income.

16. BANK LOANS

	Group	
	2022	2021
	S\$'000	S\$'000
Bank loans – secured	71,487	77,822
Presented in the consolidated statement of financial position:		
<u>Current</u>		
On demand or within one year	21,920	77,822
<u>Non-current</u>		
Between one and five years	49,567	-
Total	71,487	77,822

In the previous financial year, the Group had not complied with a financial covenant relating to a bank loan amounting to S\$37,902,000 of which S\$17,302,000 that was contractually due in 2024 and hence, was reclassified to current liabilities. The breach was subsequently cured via restructuring of the bank loan.

Subsequent to the restructuring of the bank loan during the financial year, the Group was in compliance with the financial covenants imposed by the bank.

The weighted average effective interest rates at the end of the reporting period were as follows:

	Group	
	2022	2021
	%	%
Bank loans (floating rate)	2.76	2.00

Notes to Financial Statements

For the financial year ended 30 June 2022

16. BANK LOANS (CONTINUED)

The interest rates for the long-term bank loans are reset for periods ranging from 1 month to 6 months (2021: 1 month to 6 months) based on changes to swap offer rate or the bank's cost of funds.

The following assets are pledged to secure the above bank loans:

	Group	
	2022	2021
	S\$'000	S\$'000
Properties for sale (Note 7)	-	2,592
Investment properties (Note 11)	120,000	126,100

In addition, the bank facilities are supported by the following:

- corporate guarantees issued by the Company;
- assignment of rental proceeds; and
- charge over the receivables and project proceeds in respect of certain projects.

No material adjustment was required in the separate financial statements of the Company to recognise financial guarantee liability.

17. TRADE AND OTHER PAYABLES

	Group		Company	
	2022	2021	2022	2021
	S\$'000	S\$'000	S\$'000	S\$'000
Trade payables to third parties	105	153	3	3
Rental received in advance	2,349	1,524	-	-
Other payables:				
- Third parties	4,956	5,049	23	38
- Subsidiaries (Note 4)	-	-	48,170	18,816
Accrued project costs	1,017	1,093	-	-
Accrued operating expenses	3,696	9,073	2,807	8,188
	12,123	16,892	51,003	27,045
Current	9,435	8,888	48,315	19,041
Non-current	2,688	8,004	2,688	8,004
	12,123	16,892	51,003	27,045

Trade payables to third parties comprise of amounts outstanding from trade purchases and sub-contractor costs. The average credit period granted by suppliers is 30 days (2021: 30 days). No interest is charged on the outstanding balance.

Considerations in respect of rental income are recorded in accordance with the terms of the related tenancy agreement, certain portions are received on or before the date of tenancy period which are recorded as rental received in advance.

Notes to Financial Statements

For the financial year ended 30 June 2022

18. LEASE LIABILITIES

	Group	
	2022 S\$'000	2021 S\$'000
Maturity analysis:		
Year 1	67	3,354
Year 2	46	32
Year 3	44	4
Year 4 and beyond	135	-
	292	3,390
Less: Unearned interest	(36)	(53)
	256	3,337
Analysed as:		
Current	61	3,308
Non-current	195	29
	256	3,337

The above represent leases for computer equipment and motor vehicles of the Group.

The Group does not face a significant liquidity risk with regards to its lease liabilities.

The Group's weighted average incremental borrowing rate applied to the lease liabilities recognised in the statement of financial position is 3.79% (2021: 3.58%) per annum.

Total cash outflow for payment of principal portion of all leases in financial year ended 30 June 2022 was S\$4,366,000 (2021: S\$5,126,000).

Included in lease liabilities is an amount of \$261,000 (2021: \$69,000) representing the lease of motor vehicles from financial institutions, which are secured against motor vehicles with average lease term of 7 to 9 years.

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Group			
	1 July 2021 S\$'000	Net financing cash flow S\$'000	Addition of property, plant and equipment under leases S\$'000	30 June 2022 S\$'000
2022				
Bank loans	77,822	(6,335)	-	71,487
Lease liabilities	3,337	(3,349)	268	256
Loans due to a shareholder	43,537	(40,537)	-	3,000
	124,696	(50,221)	268	74,743

Notes to Financial Statements

For the financial year ended 30 June 2022

18. LEASE LIABILITIES (CONTINUED)

Reconciliation of liabilities arising from financing activities (continued)

	Group		
	1 July 2020 S\$'000	Net financing cash flow S\$'000	30 June 2021 S\$'000
2021			
Bank loans	79,538	(1,716)	77,822
Lease liabilities	8,139	(4,802)	3,337
	<u>87,677</u>	<u>(6,518)</u>	<u>81,159</u>

19. SHARE CAPITAL

	Company			
	2022		2021	
	Number of ordinary shares '000	S\$'000	Number of ordinary shares '000	S\$'000
Issued and fully paid up:				
At the beginning and end of the year	1,128,657	8,936	1,128,657	8,936

Fully paid ordinary shares, which have a par value of US\$0.01 (2021: US\$0.01), carry one vote per share and carry a right to dividend as and when declared by the Company.

20. REVENUE

	Group	
	2022 S\$'000	2021 S\$'000
Type of goods and services		
Revenue from construction services	124	101
Rental income	12,459	12,564
Property management income	3,875	3,467
	<u>16,458</u>	<u>16,132</u>
Timing of revenue recognition		
At a point in time	124	101
Over time	3,875	3,467
	<u>3,999</u>	<u>3,568</u>

Notes to Financial Statements

For the financial year ended 30 June 2022

21. OTHER INCOME

	Group	
	2022	2021
	S\$'000	S\$'000
Interest income	-	1
Grant income ^(a)	665	930
Reversal of payables and accruals	-	134
Gain on disposal of property, plant and equipment	149	-
Others	174	271
	988	1,336

(a) Grant income represents support given by the Singapore government under the Jobs Support Scheme and rental relief framework under the COVID-19 (Temporary Measures) (Amendment) Act.

22. OTHER EXPENSES

	Group	
	2022	2021
	S\$'000	S\$'000
Fair value loss on investment properties (Note 11)	8,364	5,611
Loss on sale of investment in associates (Note 14)	18,342	-
Fair value loss on sale of financial asset at fair value through profit or loss (Note 15)	1,000	-
Diminution in value of properties for sale (Note 8)	-	96
	27,706	5,707

23. FINANCE COSTS

	Group	
	2022	2021
	S\$'000	S\$'000
Interest on bank loans	1,631	1,575
Interest on loans due to a shareholder (Note 4)	1,972	2,090
Interest on lease liabilities	53	208
	3,656	3,873

Notes to Financial Statements

For the financial year ended 30 June 2022

24. (LOSS)/PROFIT BEFORE INCOME TAX

Except for disclosures elsewhere, (loss)/profit before income tax has been arrived at after charging/(crediting):

	Group	
	2022	2021
	S\$'000	S\$'000
Loss on sale of investment properties	19	40
Lease expenses on short-term leases	981	136
Employee benefits expense:		
– Directors' remuneration	791	614
– Other than Directors	1,067	1,417
Total employee benefits expense	1,858	2,031
Cost of defined contribution plans (included in employee benefits)	115	129
Audit fees paid to auditors of the Company	111	255
Non-audit fees:		
– paid to auditors of the Company	7	37
– paid to other auditors	28	28
Total non-audit fees	35	65

25. INCOME TAX EXPENSE

	Group	
	2022	2021
	S\$'000	S\$'000
Current year tax expense	197	-
Overprovision of current tax in respect of prior year	(110)	-
	87	-

The income tax expense for the Group is calculated at 17% (2021: 17%) of the estimated assessable profit for the financial year, which is Singapore Corporate Income Tax ("CIT") rate where the operation of the Group is based.

Notes to Financial Statements

For the financial year ended 30 June 2022

25. INCOME TAX EXPENSE (CONTINUED)

The total charge for the year can be reconciled to the accounting (loss)/profit as follows:

	Group	
	2022	2021
	S\$'000	S\$'000
(Loss)/Profit before income tax	(21,266)	3,630
Tax at Singapore CIT rate	(3,615)	617
Tax effect of share of results of associates	(18)	(320)
Effect of expense that is not deductible	4,452	325
Effect of tax exemption	(35)	-
Effect of deferred tax assets not recognised	-	106
Utilisation of tax losses previously unrecognised as deferred tax asset	(452)	(261)
Overprovision of current tax in respect of prior year	(110)	-
Others	(135)	(467)
	87	-

The amount of temporary differences for which no deferred tax assets have been recognised are as follows:

	Group	
	2022	2021
	S\$'000	S\$'000
Tax losses at end of year	16,747	18,705
Other temporary differences	1,672	2,370
	18,419	21,075
Deferred tax assets not recognised	3,131	3,583

No deferred tax asset has been recognised on the temporary differences due to unpredictability of profit streams. Subject to the agreement by the tax authority, these temporary differences may be carried forward indefinitely subject to the conditions imposed by law.

Notes to Financial Statements

For the financial year ended 30 June 2022

26. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to owners of the Company is based on the following data:

	Group	
	2022 S\$'000	2021 S\$'000
(Loss)/Profit for the purposes of basic and diluted (loss)/earnings per share:		
- (Loss)/Profit for the year attributable to owners of the Company	(21,353)	3,630
Number of shares '000		
Weighted average number of ordinary shares for the purposes of basic and diluted (loss)/earnings per share	1,128,657	1,128,657
Basic and diluted (loss)/earnings per share (cents)	(1.89)	0.32

Diluted (loss)/earnings per share in 2022 and 2021 is the same as basic (loss)/earnings per share in 2022 and 2021 respectively as there are no dilutive potential ordinary shares.

27. CONTINGENT LIABILITIES AND GUARANTEES

The Group provided corporate guarantees to banks in respect of bank facilities provided to its subsidiaries. The fair values of the corporate guarantees were assessed by management to be insignificant at the inception of the guarantees as the primary securities were mortgaged properties.

28. OPERATING LEASE ARRANGEMENTS

The Group as lessee

At 30 June 2022, the Group is committed to S\$1,824,000 (2021: S\$135,620) for short-term leases.

The Group as lessor

Operating leases, in which the Group is the lessor, relate to land, office, warehouse premises and certain office equipment owned by the Group with lease terms between 1 year to 4 years. The lessee does not have an option to purchase the property at the expiry of the lease period.

	Group	
	2022 S\$'000	2021 S\$'000
Maturity analysis of operating lease payments:		
Year 1	13,151	13,142
Year 2	4,667	4,012
Year 3	2,139	1,908
Year 4	18	70
Total	19,975	19,132

Notes to Financial Statements

For the financial year ended 30 June 2022

29. SEGMENT INFORMATION

For the purpose of the resource allocation and assessment of segment performance, the Group's chief operating decision makers have focused on the business operating units which in turn, are segregated based on their services. This forms the basis of identifying the segments of the Group under IFRS 8 *Operating Segments*.

Operating segments are aggregated into a single operating segment if they have similar economic characteristics. The Group's reportable operating segments under IFRS 8 are as follows:

- (i) Construction services: General builders and construction contractors, general engineering and sale of construction materials.
- (ii) Property development: Development of industrial properties.
- (iii) Property investment: Leasing of investment properties to generate rental income and to gain from the appreciation in the value of the properties in the long term.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 2. Segment profit represents the profit earned by each segment without allocation of central administrative costs, share of profit of a joint venture, finance costs, and income tax expense or credit. Share of (losses)/profits of an associates are included in property investment segment in accordance with its business activities. This is the measure reported to Mr. Lock Wai Han, the Executive Director and Chief Executive Officer of the Company, being the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments, the chief operating decision maker monitors the tangible and financial assets attributable to each segment.

All assets are allocated to reportable segments other than assets held under the Company and dormant subsidiaries, interests in joint venture, deferred tax assets and financial asset at fair value through profit or loss. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments. Segment liabilities include all operating liabilities and consist primarily of financial liabilities other than liabilities held under the Company and income tax payable.

The Group's main operations are located in Singapore, hence no analysis by geographical area of operation is provided.

Notes to Financial Statements

For the financial year ended 30 June 2022

29. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment:

	Construction services S\$'000	Property development S\$'000	Property investment S\$'000	Eliminations S\$'000	Total S\$'000
2022					
Revenue:					
External customers, representing total revenue	124	-	16,334	-	16,458
Results	(191)	-	(15,564)	(125)	(15,880)
Unallocated expenses					(1,730)
Finance costs					(3,656)
Loss before income tax					(21,266)
Income tax expense					(87)
Loss for the year					(21,353)
2021					
Revenue:					
External customers, representing total revenue	101	-	16,031	-	16,132
Results	(125)	(124)	8,593	(142)	8,202
Unallocated expenses					(699)
Finance costs					(3,873)
Profit before income tax					3,630
Income tax expense					-
Profit for the year					3,630

Notes to Financial Statements

For the financial year ended 30 June 2022

29. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities and other segment information

	Construction services S\$'000	Property development S\$'000	Property investment S\$'000	Total S\$'000
2022				
Segment assets:				
Total segment assets	1,795	850	137,051	139,696
Unallocated assets				586
Total consolidated assets				140,282
Segment liabilities:				
Total segment liabilities	1,695	-	79,632	81,327
Unallocated liabilities				5,818
Total consolidated liabilities				87,145
Other segment information:				
Loss on sale of investment properties	-	-	(19)	(19)
Loss on sale of investment in associates	-	-	(18,342)	(18,342)
Depreciation	(108)	-	-	(108)
Changes in fair value of investment properties	-	-	(8,364)	(8,364)
Loss allowance on amount due from joint venture	(4)	-	-	(4)
Loss allowance on trade receivables	-	-	(24)	(24)
2021				
Segment assets:				
Total segment assets	1,503	2,592	199,578	203,673
Unallocated assets				9,728
Total consolidated assets				213,401
Segment liabilities:				
Total segment liabilities	1,671	-	88,021	89,692
Unallocated liabilities				52,051
Total consolidated liabilities				141,743
Other segment information:				
Loss on sale of investment properties	-	-	(40)	(40)
Diminution in value of completed properties held for sale	-	(96)	-	(96)
Depreciation	(11)	-	-	(11)
Changes in fair value of investment properties	-	-	(5,611)	(5,611)
Loss allowance on amount due from joint venture	(100)	-	-	(100)
Loss allowance on trade receivables	(13)	-	(67)	(80)

Major customer information

During the current and previous financial year, there are no customers who individually account for 10% or more of the Group's revenue.

Notes to Financial Statements

For the financial year ended 30 June 2022

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

30.1 Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group		Company	
	2022	2021	2022	2021
	S\$'000	S\$'000	S\$'000	S\$'000
Financial assets				
At amortised cost:				
Cash and bank balances	14,558	10,617	77	79
Trade and other receivables	3,362	2,871	15,420	36,168
At fair value through profit or loss:				
Financial asset at fair value through profit or loss	-	9,000	-	-
	17,920	22,488	15,497	36,247
Financial liabilities				
At amortised cost:				
Bank loans	71,487	77,822	-	-
Trade and other payables	9,774	15,368	51,003	27,045
Loans due to a shareholder	3,000	43,537	3,000	43,537
Lease liabilities	256	3,337	-	-
	84,517	140,064	54,003	70,582

30.2 Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

During the current and previous financial year, the Group and the Company do not have any financial instruments which are subject to offsetting, enforceable master netting arrangements or similar netting agreements.

30.3 Financial risk management policies and objectives

The management of the Group monitors and manages the financial risks relating to the operations of the Group to ensure appropriate measures are implemented in a timely and effective manner. These risks include market risk (foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The Group does not hold or issue derivative financial instruments for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposures are measured using sensitivity analysis indicated below.

Foreign exchange risk management

The Group is exposed to minimal foreign exchange rate risk as the financial assets and financial liabilities are mainly denominated in respective functional currency of the group entity. Any movement in foreign exchange rate is unlikely to have a significant impact in the results of the Group. Accordingly, no sensitivity analysis is prepared.

Notes to Financial Statements

For the financial year ended 30 June 2022

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (continued)

Interest rate risk management

The Group's exposure to fair value interest rate risk relates primarily to fixed deposits (Note 5), loan due to a shareholder (Note 4) and lease liabilities (Note 18). The Group's exposure to cash flow interest rate risk relates primarily to its variable-rate bank loans (Note 16). The Group manages interest by using a mixture of fixed and variable rate debts.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period and on the assumption that the change took place at the beginning of the reporting period and is held constant throughout the reporting period. The magnitude represents management's assessment of the likely movement in interest rates under normal economic conditions.

If interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group's loss before income tax for the year ended 30 June 2022 would have increased/decreased by S\$357,000 (2021: profit before tax would have decreased/increased by S\$389,000).

Credit risk management

Credit risks refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. At the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arises from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position of the Group; and
- the maximum amount the Group would have to pay if the financial guarantee is called upon, irrespective of the likelihood of the guarantee being exercised.

The Group's exposure to credit risk on receivables arising from the sale of industrial property units is not significant as such payments are usually arranged through loans taken up by customers with reputable financial institutions.

Rental deposits are received as security from tenants of its investment properties, and accordingly credit risk is limited in this aspect.

Further details of credit risks on trade and other receivables are disclosed in Note 6 to the financial statements.

The Group also has concentration of credit risk by geographical location as all of the customers are located in Singapore.

The credit risk on bank balances and fixed deposits are limited because the counterparties are banks with good reputation and good credit rating.

Notes to Financial Statements

For the financial year ended 30 June 2022

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (continued)

Credit risk management (continued)

The tables below detail the credit quality of the Group's and the Company's financial assets, as well as the maximum exposure to credit risk:

	Note	Internal credit rating	12-month or lifetime ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
Group						
2022						
Trade receivables	6	(a)	Lifetime ECL (simplified approach)	2,580	(24)	2,556
Other receivables	6	(b)	12-month ECL	806	-	806
Other receivables	6	(b)	Lifetime ECL	1,303	(1,303)	-
				4,689	(1,327)	3,362
Group						
2021						
Trade receivables	6	(a)	Lifetime ECL (simplified approach)	2,134	(80)	2,054
Other receivables	6	(b)	12-month ECL	817	-	817
Other receivables	6	(b)	Lifetime ECL	1,299	(1,299)	-
				4,250	(1,379)	2,871
Company						
2022						
Other receivables	6	(b)	12-month ECL	96,065	(80,645)	15,420
2021						
Other receivables	6	(b)	12-month ECL	113,469	(77,301)	36,168

(a) The Group determines the expected credit losses on trade receivables by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the receivables, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

(b) The Group and Company determine that these receivables are not past due and have low risk of default except for the amount due from joint venture and amount due from subsidiaries (Company level) which are determined to be in default.

Liquidity risk management

During the year ended 30 June 2022, the Group reported a loss before tax amounting to S\$21,353,000 (2021: profit before tax amounting to S\$3,630,000) and as of that date, the Group's current liabilities exceeded its current assets by S\$12,321,000 (2021: S\$73,424,000).

Notes to Financial Statements

For the financial year ended 30 June 2022

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (continued)

Liquidity risk management (continued)

Management has prepared a month-to-month consolidated cash flows forecast up to 30 September 2023 based on the latest available financial information and assessed that the Group is still able to maintain sufficient liquidity to enable the Group to continue as a going concern for at least the next 12 months from the date of authorisation of these financial statements.

Liquidity risk analysis

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The table includes both interest and principal cash flows. The adjustment column represents the difference between the discounted cash flows and the carrying amount of the financial liability on the statements of financial position. The undiscounted cash flow for variable interest rate instruments are subject to change if changes in variable interest rates differs to those estimates of interest rates determined at the end of the reporting period.

	Weighted average effective interest rate %	On demand or within 1 year S\$'000	Within 2 to 5 years S\$'000	After 5 years S\$'000	Adjustment S\$'000	Total S\$'000
Group						
2022						
Non-interest bearing	-	9,774	-	-	-	9,774
Lease liabilities	3.58	67	178	47	(36)	256
Other fixed rate instruments	4.80	144	3,156	-	(300)	3,000
Other variable interest rate instruments	2.76	58,324	15,138	-	(1,975)	71,487
		68,309	18,472	47	(2,311)	84,517
2021						
Non-interest bearing	-	15,368	-	-	-	15,368
Lease liabilities	3.58	3,354	36	-	(53)	3,337
Other fixed rate instruments	4.80	2,094	43,715	-	(2,272)	43,537
Other variable interest rate instruments	2.00	78,478	-	-	(656)	77,822
		99,294	43,751	-	(2,981)	140,064
Company						
2022						
Non-interest bearing		51,003	-	-	-	51,003
Other fixed rate instruments	4.8	144	3,156	-	(300)	3,000
		51,147	3,156	-	(300)	54,003
2021						
Non-interest bearing	-	27,045	-	-	-	27,045
Other fixed rate instruments	4.8	2,094	43,715	-	(2,272)	43,537
		29,139	43,715	-	(2,272)	70,582

Notes to Financial Statements

For the financial year ended 30 June 2022

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (continued)

Liquidity risk management (continued)

Liquidity risk analysis (continued)

Non-derivative financial liabilities (continued)

All financial assets of the Group and the Company at the end of the reporting period are non-interest bearing and repayable on demand or current except for fixed deposits as disclosed in Note 5 to the financial statements.

Fair value of financial assets and financial liabilities

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (a) quoted prices (unadjusted) in active markets for identified assets or liabilities (Level 1);
- (b) input other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair value of the financial asset at fair value through profit or loss is determined based on the net asset value approach, with fair value hierarchy categorised as level 3.

Apart from the above financial asset, the carrying amounts of the Group's and the Company's remaining financial assets and financial liabilities recognised in the financial statements approximate their respective fair values at the end of the reporting period due to their relatively short-term maturity, unless otherwise disclosed in the respective notes to financial statements.

30.4 Capital risk management policies and objectives

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

The capital structure of the Group consists of bank borrowings and equity attributable to owners of the Company, comprising issued capital, reserves net of accumulated losses.

In addition, the Group also specifically monitors the financial ratio of its debt covenants stated in the agreements with the financial institutions providing the facilities to the Group. The Group is in compliance with externally imposed capital requirements for the financial years ended 30 June 2022 and 2021 for the facilities that have been utilised by the Group (Note 16) except for a financial covenant which was not met for the financial year ended 30 June 2021.

Accordingly, the non-current portion of the loan amounting to S\$17,302,000 was reclassified as current liabilities for the financial year ended 30 June 2021. During the financial year, the breach of the said covenant was cured via restructuring of the loans due to the bank.

The Group reviews the capital structure on an annual basis. The Group's overall strategy remains unchanged from 2021.

Notes to Financial Statements

For the financial year ended 30 June 2022

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.4 Capital risk management policies and objectives (Continued)

Accordingly, the non-current portion of the loan amounting to S\$17,302,000 was reclassified as current liabilities for the financial year ended 30 June 2021. During the financial year, the breach of the said covenant was cured via restructuring of the loans due to the bank.

The Group reviews the capital structure on an annual basis. The Group's overall strategy remains unchanged from 2021.

31. RECLASSIFICATION

The prior year's comparative figures have been reclassified to enhance the comparability with current financial year's financial statement.

As a result of the above, certain line items have been amended in the consolidated statement of comprehensive income as set out below:

	As previously stated S\$'000	Reclassification S\$'000	As restated S\$'000
Financial year from 1 July 2020 to 30 June 2021			
Cost of sales	(1,094)	(1,340)	(2,434)
General and administrative expenses	(4,868)	1,340	(3,528)

32. SUBSEQUENT EVENTS

Subsequent to the financial year, the Group has approved and launched a public tender for the sale of the Group's property, 12 Tai Seng Link on 25 July 2022.

The management has assessed that the investment property did not meet the classification of non-current assets held for sale in accordance IFRS 5 as of the year end.

Statistics of Shareholdings

As at 15 September 2022

Authorised share capital	:	US\$500,000,000
Issued and fully paid-up capital	:	US\$11,286,574.45
Class of shares	:	Ordinary share of US\$0.01 each
Voting rights	:	One vote per share
Number of issued shares	:	1,128,657,445
Number of treasury shares	:	Nil

DISTRIBUTION OF SHAREHOLDINGS AS AT 15 SEPTEMBER 2022

Size of Shareholdings	Number of Shareholders		Number of Shares	
		%		%
1 - 99	3	0.31	49	0.00
100 - 1,000	164	17.23	100,000	0.01
1,001 - 10,000	126	13.24	860,683	0.07
10,001 - 1,000,000	588	61.76	104,152,699	9.23
1,000,001 and above	71	7.46	1,023,544,014	90.69
Total	952	100.00	1,128,657,445	100.00

SUBSTANTIAL SHAREHOLDERS ACCORDING TO REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 15 SEPTEMBER 2022

Name of Substantial Shareholders	Direct Interest		Indirect Interest	
	Number of Shares	%	Number of Shares	%
Haiyi Holdings Pte Ltd	500,000,000	44.3	-	-
Gordon Tang ¹	-	-	500,000,000	44.3
Celine Tang ²	-	-	500,000,000	44.3
Li Lee Yu	66,554,800	5.9	-	-

1 Pursuant to Section 7 of the Companies Act, Mr Gordon Tang is deemed to be interested in the 500,000,000 shares of the Company held by Haiyi Holdings Pte Ltd.

2 Pursuant to Section 7 of the Companies Act, Mrs Celine Tang is deemed to be interested in the 500,000,000 shares of the Company held by Haiyi Holdings Pte Ltd.

Statistics of Shareholdings

As at 15 September 2022

TWENTY LARGEST SHAREHOLDERS AS AT 15 SEPTEMBER 2022

	Name of Holders	No. of Shares	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	515,200,000	45.65
2	UOB KAY HIAN PRIVATE LIMITED	97,439,700	8.63
3	OCBC SECURITIES PRIVATE LIMITED	66,972,800	5.93
4	MAYBANK SECURITIES PTE. LTD.	31,999,602	2.84
5	TAN SEOW LENG	31,676,200	2.81
6	BON WEEN FOONG	25,880,552	2.29
7	DBS NOMINEES (PRIVATE) LIMITED	23,321,600	2.07
8	XU YONGSHENG	16,000,000	1.42
9	CHONG CHOON MEOW	13,869,260	1.23
10	YEO KHEE YEOW ANTHONY	12,200,000	1.08
11	SUPER BEND PTE LTD	11,800,000	1.05
12	TOR TECK JIN	10,809,800	0.96
13	PHILLIP SECURITIES PTE LTD	10,497,500	0.93
14	TEOH CHIN HONG (ZHAO JINFENG)	9,330,100	0.83
15	RAFFLES NOMINEES (PTE.) LIMITED	8,524,000	0.76
16	NOVA FURNISHING HOLDINGS PTE LTD	8,500,000	0.75
17	HSBC (SINGAPORE) NOMINEES PTE LTD	6,480,500	0.57
18	NAI YIONG OO	6,450,000	0.57
19	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	5,460,100	0.48
20	WEE BOO TEE	5,000,000	0.44
	Total	917,411,714	81.29

Note: The percentages are computed based on the Company's total number of issued shares of 1,128,657,445.

Based on information available to the Company as at 15 September 2022, approximately 49.80% of the total number of issued shares listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") was held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of SGX-ST which requires at least 10% of the total number of issued shares of the Company to be held in the hands of the public.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OKH Global Ltd. (the “Company”) will be held by way of electronic means on Wednesday, 26 October 2022 at 2.30 p.m., to transact the following businesses:

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2022, together with the Directors’ Statement and Independent Auditors’ Report thereon. *Resolution 1*
2. To approve the payment of Directors’ fees of S\$186,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears. [2022: S\$186,000]. *Resolution 2*
3. To re-elect the following Directors retiring by rotation pursuant to Bye-Law 104 of the Company’s Bye-Laws:
 - (a) Mr Lim Eng Hoe *Resolution 3*
 - (b) Mrs Celine Tang *Resolution 4*

Mr Lim Eng Hoe is considered independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited (“SGX-ST”).

Mr Lim will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director of the Company, Chairman of the Remuneration Committee, a member of the Audit and Nominating Committees. Please refer to Corporate Governance Report on pages 37 to 40 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Mrs Tang will, upon re-election as a Director of the Company, remain as a Non-Executive Chairman.

4. To re-appoint BDO LLP as auditors of the Company until the conclusion of next general meeting and authorise the Directors to fix their remuneration *Resolution 5*

AS SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

5. **Authority to Allot and Issue Shares** *Resolution 6*

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and Bye-laws of the Company, the Directors of the Company be authorised and empowered to:-

- (a) issue shares in the capital of the Company (“shares”) whether by way of bonus issue, rights issue or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the “Share Issue Mandate”),

Notice of Annual General Meeting

provided that:

- (I) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution:-
 - (a) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under paragraph (I) above, the total number of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustment in accordance with (II)(a) and (II)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.

- (III) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and
- (IV) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(See Explanatory Note 1)

6. Authority to grant awards and to issue shares under the OKH Performance Share Plan

Resolution 7

That pursuant to the listing rules of the SGX-ST and Bye-laws of the Company, the Directors of the Company be authorised and empowered to offer and grant awards under the OKH Performance Share Plan (the "OKH Share Plan"), and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the release of awards under the OKH Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the OKH Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 2)

Notice of Annual General Meeting

7. Renewal of the Share Purchase Mandate

Resolution 8

That:

- (a) for the purpose of the Listing Manual of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire from time to time the issued and fully-paid ordinary shares of par value US\$0.01 each in the capital of the Company (the “Shares”) (excluding treasury shares and subsidiary holdings) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) on-market purchases transacted on the SGX-ST through the ready market or the special trading counter on the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose (each a “Market Purchase”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be determined or formulated by the Directors of the Company as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Listing Manual of the SGX-ST (each an “Off-Market Purchase”),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act 1981 of Bermuda (as modified, supplemented or amended from time to time) and the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally

(the “Share Purchase Mandate”);

- (b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
 - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting;
- (c) in this ordinary resolution:

“Average Closing Price” means the average of the closing market prices of the Shares over the last consecutive 5 Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the date of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“date of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

Notice of Annual General Meeting

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

(See Explanatory Note 3)

- 8. That contingent upon the passing of Ordinary Resolution 3 above, shareholders to approve Mr Lim’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Lim’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. Resolution 9

(See Explanatory Note 4)

- 9. That contingent upon the passing of Ordinary Resolutions 3 and 9 above, shareholders (excluding Directors and the Chief Executive Officer (“**CEO**”) of the Company, and the respective associates of such Directors and CEO) to approve Mr Lim’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Lim’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. Resolution 10

(See Explanatory Note 4)

- 10. To transact any other business which may properly be transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Siau Kuei Lian
Company Secretary
4 October 2022

Notice of Annual General Meeting

Explanatory Notes:

1. Resolution No. 6, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed, and any subsequent consolidation or subdivision of shares.

2. Resolution No. 7, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares in the Company pursuant to the release of awards under the OKH Share Plan up to a number not exceeding in total (for the entire duration of the OKH Share Plan) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

3. Resolution No. 8, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the earliest of (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, (ii) the date on which the authority conferred by this mandate is revoked or varied by shareholders in general meeting, or (iii) the date on which the Company has purchased the maximum number of shares mandated under this mandate, to purchase or otherwise acquire issued ordinary shares in the capital of the Company by way of Market Purchases or Off-Market Purchases of up to 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company. For more information on this resolution, please refer to the Appendix to the Annual Report dated 4 October 2022.

4. Resolutions 9 and 10 are to subject the continued appointment of Mr Lim Eng Hoe who has served as an Independent Director for an aggregate period of more than 9 years to a two-tier voting process in accordance with Rule 210(5)(d)(iii) of the Listing Manual which took effect on 1 January 2022.

For the purpose of Resolution 10, in accordance with Rule 210(5)(d)(iii) of the Listing Manual, the Directors and the CEO of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.

The Board of the Company and the Nominating Committee have evaluated the participation of Mr Lim Eng Hoe at Board and Board Committees meetings and determined that Mr Lim continues to possess independent thinking and the ability to exercise objective judgement on corporate matters independently.

Resolutions 9 and 10, if passed, will enable Mr Lim Eng Hoe to continue his appointment as Independent Director (unless the appointments have been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which took effect on 1 January 2022) and Provision 2.1 of the Code of Corporate Governance 2018, and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Otherwise, Mr Lim shall be deemed non-independent pursuant to Rule 210(5)(d)(iii) with effect from 31 October 2022. Accordingly, he will be re-designated as Non-Executive Non-Independent Directors with effect from 31 October 2022.

In the event of the re-designation arising from the above which resulted in independent directors comprising of less than one-third of the Board pursuant to Rule 210(5)(c) of the Listing Manual, the Company shall endeavour to fill the vacancy within two months, but in any case not later than three months.

Notice of Annual General Meeting

Notes:

Important Notice

As part of the Company's efforts to keep physical interactions and COVID-19 transmission risk to a minimum, Shareholders will not be able to attend the AGM in person and can only participate in the AGM via electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

1. No physical attendance at AGM

Alternative arrangements have been put in place to allow Shareholders to electronically access the AGM by (a) watching the AGM proceedings via "live" audio-visual webcast or listening to the AGM proceedings via "live" audio-only stream, (b) submitting questions to the Chairman of the AGM in advance or during the AGM via an "Ask a Question" feature, and/or (c) by appointing a proxy, proxies or the Chairman of the AGM as proxy and voting electronically during the AGM. Please see the paragraphs below for these alternative arrangements.

Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this Notice of AGM. The Notice of AGM is also made available on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <https://www.okh.com.sg>.

2. Alternative arrangements for participation in the AGM

Shareholders (including a depositor registered and holding shares through The Central Depository (Pte) Limited) who pre-register may participate at the Annual General Meeting by:-

- (a) watching the AGM proceedings via a "live" audio-video webcast via mobile phone, tablet or computer or listening to the proceedings through a "live" audio-only feed via telephone ("Live Webcast/Live Audio Feed");
- (b) submitting questions related to the resolutions to be tabled for approval in advance of the Annual General Meeting at <https://conveneagm.com/sg/okhagm2022> ("Pre-registration Website") or via an "Ask a Question" feature during the AGM; and/or
- (c) voting at the AGM (i) "live" by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

3. Submission of questions

Questions related to the proposed resolutions to be tabled for approval at the AGM may be submitted in the following manner:

- (a) via the pre-registration website at the URL <https://conveneagm.com/sg/okhagm2022> by 12 noon on 11 October, being at least 7 calendar days after the publication of the Notice of AGM;
- (b) in hard copy by sending personally or by post and lodging the same at the office of the Company at The Herencia, 46 Kim Yam Road, #01-11, Singapore 239351 by 12 noon on 11 October, being at least 7 calendar days after the publication of the Notice of AGM;
- (c) by email to the Company at admin@okh.com.sg by 12 noon on 11 October; or
- (d) during the AGM via an "Ask a Question" feature.

Shareholders submitting questions are required to state: (a) their full name (as per CDP records); (b) their identification/registration number; (c) the shareholder's contact number and email address; and (d) the manner in which the shareholder holds his/her/its shares in the Company (e.g. via CDP), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM before the AGM on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.okh.com.sg>.

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

Notice of Annual General Meeting

4. Voting (in real time via electronic means (either personally or via appointment of proxy(ies)))

Shareholders who wish to vote at the AGM may pre-register online at <https://conveneagm.com/sg/okhagm2022> by 2.30 p.m. on 24 October 2022, being not less than 48 hours before the time for holding the AGM to:

- (a) (where such shareholders are individuals) attend and vote (in real time) at the AGM via electronic means; or
- (b) (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than Chairman of the AGM) to vote (in real time) at the AGM via electronic means on their behalf. Please refer to the paragraph below for instructions for submission of proxy form, or
- (c) (where such shareholders are individuals or corporates) appoint Chairman of the AGM as their proxy to vote on their behalf at the AGM.

Shareholders (whether individual or corporate) appointing the proxy, proxies or the Chairman of the AGM as proxy must give specific instructions as to their manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The proxy form, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted to the Company's Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 by 2.30 p.m. on 24 October 2022 (being 48 hours before the time fixed for the AGM).

The Chairman of the AGM, as proxy, need not be a member of the Company.

The instrument appointing the proxy, proxies or the Chairman of the AGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.

The Company shall be entitled to reject the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the proxy, proxies or the Chairman of the AGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Notice of Annual General Meeting

Important notes to shareholders:

A. The key dates which shareholders should take note of are set out in the table below:-

Key dates	Actions
4 October 2022, 10.00 a.m.	Shareholders may begin to pre-register at Pre-registration Website for the Company to authenticate his/her/its status as members. To pre-register the Live Webcast/Live Audio Feed, kindly access the Pre-registration Website, using either the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Corporate shareholder must also submit the Corporate Representative Certificate to the Company at shareregistry@incorp.asia
By 12 noon on 11 October 2022	Deadlines for registered shareholders to submit questions related to the resolutions to be tabled for approval in advance
By 2.30 p.m. on 24 October 2022	Deadlines for shareholders to: <ul style="list-style-type: none">• pre-register for Live Webcast/Live Audio Feed;• submit the Corporate Representative Certificate (for Corporate shareholder only); and• submit proxy forms.
By 2.30 p.m. on 25 October 2022	Following the authentication of his/her/its status as a shareholders, such shareholder will receive an email with instructions on how to access the Live Webcast/Live Audio Feed of the proceedings of the AGM (the "Confirmation Email"). Shareholders who do not receive the Confirmation Email by 2.30 p.m. on 25 October 2022, but have registered by the 24 October 2022 deadline should contact the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte Ltd. for assistance at shareregistry@incorp.asia (between 2.30 p.m. to 6.00 p.m.) with (i) the full name of the shareholder; and (ii) his/her/its identification/registration number.
25 October 2022	The Company to address and publish its responses to those substantial and relevant questions received from members via the Company's website and SGXNet.
2.30 p.m. on 26 October 2022	To access the Live Webcast/Live Audio Feed of the proceedings of the Annual General Meeting.

B. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its Meeting arrangements at short notice. Shareholders should check the Company's website at the URL <https://www.okh.com.sg> or Company's announcements on SGXNet for the latest updates on the status of the Annual General Meeting, if any.

PERSONAL DATA PRIVACY

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

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OKH GLOBAL LIMITED

Poised for Success

ANNUAL REPORT 2022

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