# COLEX HOLDINGS LTD

ANNUAL REPORT 2019

# CONTENTS



*This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.*

*This annual report has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.*

*The contact person for the Sponsor is Ms Jennifer Tan, Associate Director, Continuing Sponsorship (Mailing address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and Email: sponsorship@ppcf.com.sg).*

# CORPORATE PROFILE

Colex Holdings Limited ("Colex"), a 48-year veteran in the waste management industries in Singapore that has pioneered many innovative value-added services which include the fully mechanised waste disposal vehicles and portable waste compactors used in the industry today, was listed on the SESDAQ (now known as Catalist) in April 1999.

Colex attained its ISO 9001:2000 Quality Management System certification in February 2003, which was converted to ISO 9001:2008 in March 2010 and to ISO 9001:2015 in September 2018. The ISO 14001:2004 Environmental Management System certification in May 2010 was converted to ISO 14001:2015 in September 2018 and Bizsafe Level 3 was attained March 2008.

Colex specialises in waste disposal and recycling for a wide portfolio of clients including commercial offices, shopping complexes, food courts, cineplexes, residential buildings and warehouses.

Colex's unwavering focus on quality and service has resulted in it being awarded by the National Environment Agency ("NEA"), the 5-year Bedok sector municipal waste collection contract in 1999. This was followed by the 7-year Jurong sector municipal waste collection contract which commenced on 1 April 2006.

On 23 November 2012, Colex was awarded a second term 7-year contract for the Jurong sector by the NEA which commenced on 1 April 2013.

In 1999, Colex acquired Integrated Property Management Pte Ltd ("IPM") and with this acquisition, Colex's activities were extended to include contract cleaning of commercial, industrial and residential buildings.

On 1 April 2013, the waste disposal segment has been reorganised under Colex Environmental Pte Ltd ("CEPL"), a wholly owned subsidiary of Colex. CEPL's principal activity is to provide waste management and recycling services to the industrial and commercial segments and disposal and recycling of public waste licensed by NEA. Colex then became the investment and holding company.

On 2 December 2014, CEPL installed the Material Recovery Facility to sort out recyclable items from the municipal waste collection and the industrial and commercial waste business.

Providing customers with quality and value-added services remains Colex's key guiding principle and strategy in maintaining competitiveness. Where new market opportunities arise, the Group will forge strategic alliances and business relationships with other members of the industry and NEA for greater growth.

CERT NO.: 2003-1-0465
ISO 9001 : 2008

CERT NO.: 2010-0470
ISO 14001 : 2004

# CHAIRMAN'S STATEMENT

## FINANCIAL REVIEW

Group revenue for the financial year ended 31 December 2019 ("FY2019") decreased by 3.5% to S$66.847 million from S$69.301 million for the financial year ended 31 December 2018 ("FY2018"). Revenue from the waste disposal segment increased by 2.6% to S$38.397 million in FY2019 from S$37.407 million in FY2018. The increase was mainly due to successful renewal of existing contracts and new contracts secured. Revenue from the contract cleaning segment decreased by 10.8% to S$28.450 million in FY2019 from S$31.894 million in FY2018. The decrease was mainly due to completion of some existing contracts.

The Group's operating profit before tax for FY2019 decreased by 20.6% to S$3.083 million from S$3.883 million in FY2018. The decrease in both of the Company's segments were mainly due to higher operating expenses and lower other income. For waste disposal segment, the increase in staff costs was in-line with increase in revenue, whilst the increase in other operating expenses was mainly due to higher dumping fees. For contract cleaning segment, the lower cost of inventories and consumables used, staff costs and other operating expenses were in line with lower revenue.

Earnings per share decreased from 2.44 Singapore cents in FY2018 to 1.88 Singapore cents in FY2019. The net tangible assets per share increased from 31.10 Singapore cents as at 31 December 2018 to 32.48 Singapore cents as at 31 December 2019.

## OPERATIONS HIGHLIGHTS

The Group continued to face fierce competition as our competitors are striving for the increase in market shares. Despite the stiff competition, our sales team managed to secure new contracts with lower margins and renew the existing contracts with reduced rates to retain our market shares. The rise in average diesel price and lower Government grant has also impacted the bottom line. As a result of these circumstances, they have affected our overall profitability.

The recruitment of locals remains daunting and efforts have been made to upskill the workers ability to become more efficient and productive in their daily work.

The contribution from Jurong sector remains fairly constant and has helped to bolster the overall financial performance. Despite the increase in awareness of climate change where recycling is one of the action to combat it, progress has been slow to increase the recycling rates although the sales revenue from the Material Recovery Facilities plant has improved over time.

**DIVIDEND**

The Board of Directors is pleased to recommend a tax-exempt (one-tier) first and final dividend of 0.45 Singapore cents per ordinary share for FY2019, amounting to total dividend for FY2019 of S$0.596 million. The proposed first and final dividend, if approved by shareholders at the Company's forthcoming Annual General Meeting on 17 June 2020, will be paid on 10 July 2020.

**OUTLOOK**

Year 2020 will continue to remain challenging due to the uncertainties of the global economic outlook. We will remain prudent, agile and resilient as we continue to look out for potential business opportunities to add value to the Group. With the continued support of our committed and capable management staff, I am confident that the Group can ride the challenges and strive for the long term sustainability and growth of the Group.

**ACKNOWLEDGEMENT**

On behalf of the Board of directors, I would like to express our appreciation to our clients, suppliers and shareholders for their continuous support and to our employees for their unstinting contributions.

**HENRY NGO**

Chairman


# OPERATIONS REVIEW


In Year 2019, the Group continued to operate in a very competitive environment whereby competitors were still engaged in price war. This has eroded our margins for both the new contracts secured and also the renewals of our existing contracts. Our sales team and operations staff have been very focused on our service quality besides just competing on price. We practiced flexibility and adaptability on our customer needs and were evidenced by many of our long standing customers' relationship which has garnered the recognition of the Group today.

By being prudent in controlling our operating expenses and to increase productivity and efficiency in our operations, the Group managed to maintain our competitive edge. However, although the Group has increased our market shares, the overall profitability has decreased compared to previous years due to lower margins as a result of intense competition.

The renewal of the Jurong sector contract for public waste collection and recycling which will expire on 31 March 2020 was unsuccessful.

The cleaning segment renewed its Clean Mark (Silver) awarded by National Environment Agency under its enhanced Clean Mark accreditation scheme. The scheme recognizes companies that deliver high standards of cleaning through the training of workers, use of equipment to improve work processes, and fair employment practices which include the adoption of Progressive Wage Model (PWM) for the cleaning industry.

## THE TEAM

Developing the skill sets and technical prowess of our staff remained one of the top priorities to provide quality service to all our customers. The team provides service offerings, leverage on data and applications to manage work processes and improve communication. The staff also equipped themselves with better hardware and new innovation and technology to boost productivity and efficiency. These multi-pronged approaches has enabled the Group to promote its customer relationship as it grows its market share and to remain competitive.

## MOVING AHEAD

Year 2020 will continue to be challenging with all aspects of the Group businesses. With the uncertainties facing all the industries, the Group will remain prudent and to optimize its resources and operating cost to remain competitive and sustainable.

With the non-renewal of the Jurong sector contract, we will intensify our sales effort with the excess equipment and resources from the Jurong sector to capture more market shares for the industrial and commercial business. The next four sectors for the public waste collection and recycling will be tendered out by the National Environment Agency in Year 2020 and their commencement dates will be in Years 2021 and 2022. We will participate in all these four tenders.

The cleaning industry will continue to remain very challenging in 2020. Under the implementation of the revised Progressive Wage Model (PWM) for the cleaning industry, PWM bonus equivalent to 2 weeks' basic salary has started in Jan 2020. All cleaners who have been in the employment with the company for at least 12 months are entitled to this PWM bonus. In addition, there is a compulsory 3% adjustment to cleaners' basic salary on 1 July 2020. These changes will have an impact on the operating cost of our business and profitability in 2020. With stiff price competition and economic uncertainties ahead, chances of contract prices increase are slim.

The Group will continue to build upon a foundation of strong values, integrity and excellence so as to be relevant and to increase its competitive advantage which is key in bringing the Group forward.

# CORPORATE DATA

### COMPANY REGISTRATION NUMBER
197101485G

### REGISTERED OFFICE
541 Orchard Road #16-00
Liat Towers
Singapore 238881
Tel: +65 6732 5533
Fax: +65 6738 3092
Email: wastemgt@colex.com.sg

### PRINCIPAL PLACE OF BUSINESS
8 Tuas South Street 13
Singapore 637083
Tel: +65 6268 7711
Fax: +65 6264 1219
Email: wastemgt@colex.com.sg

### DIRECTORS
Henry Ngo (Chairman)
Desmond Chan Kwan Ling
Fong Heng Boo
Lim Hock Beng

### AUDIT COMMITTEE
Fong Heng Boo (Chairman)
Lim Hock Beng
Henry Ngo

### NOMINATING COMMITTEE
Fong Heng Boo (Chairman)
Lim Hock Beng
Henry Ngo

### REMUNERATION COMMITTEE
Lim Hock Beng (Chairman)
Fong Heng Boo
Henry Ngo

### SECRETARY
Foo Soon Soo

### REGISTRAR
KCK CorpServe Pte. Ltd.
333 North Bridge Road #08-00
KH KEA Building
Singapore 188721

### PRINCIPAL BANKERS
DBS Bank Ltd
Oversea-Chinese Banking Corporation Limited
RHB Bank Berhad
United Overseas Bank Ltd

### INDEPENDENT AUDITOR
PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
7 Straits View, Marina One
East Tower, Level 12
Singapore 018936

Partner-in-charge: Magdelene Chua
(Appointed in financial year 2017)

### CONTINUING SPONSOR
PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

# FINANCIAL HIGHLIGHTS

| | 2019<br>$'000 | 2018<br>$'000 | 2017<br>$'000 | 2016<br>$'000 | 2015<br>$'000 |
|---|---|---|---|---|---|
| REVENUE | **66,847** | 69,301 | 70,056 | 69,877 | 66,060 |
| PROFIT BEFORE TAXATION | **3,083** | 3,883 | 5,349 | 7,264 | 6,711 |
| PROFIT AFTER TAXATION | **2,489** | 3,231 | 4,700 | 6,382 | 5,905 |
| GROSS DIVIDEND PER SHARE (SINGAPORE CENTS) | **0.45** | 0.50 | 0.55 | 1.10 | 0.55 |
| EARNINGS PER SHARE (SINGAPORE CENTS) AFTER TAX | **1.88** | 2.44 | 3.55 | 4.82 | 4.46 |
| DILUTED EARNINGS PER SHARE (SINGAPORE CENTS) AFTER TAX | **1.88** | 2.44 | 3.55 | 4.82 | 4.46 |
| NET TANGIBLE ASSETS PER SHARE (SINGAPORE CENTS) | **32.48** | 31.10 | 29.05 | 26.61 | 22.34 |
| DIVIDEND COVER (TIMES) | **4.17** | 4.88 | 6.45 | 4.38 | 8.10 |
| FIXED ASSETS | **20,260** | 18,934 | 18,932 | 19,214 | 20,262 |
| NET CURRENT ASSETS | **28,305** | 24,866 | 21,433 | 17,935 | 11,555 |
| SHAREHOLDERS' FUND | **43,041** | 41,215 | 38,501 | 35,259 | 29,606 |

# PROFILE OF DIRECTORS

### MR HENRY NGO

Mr Ngo has been the Chairman of Colex since 1983 when Colex became a subsidiary of Bonvests Holdings Limited ("Bonvests"). He is also the Chairman and Managing Director of Bonvests, a company listed on the SGX-ST. Under Mr Ngo's leadership, Bonvests diversified into property development, waste management, ownership and operation of hotels.

### MR DESMOND CHAN KWAN LING

Mr Chan is a Director of Colex and oversees all key matters of the waste management division. He is responsible for providing strategic business planning to the operations team and working closely with the Group's subsidiaries to carry out the Group's financial reporting functions. Mr Chan joined Colex as a General Manager in 1999 and took charge of the full spectrum of activities in the waste disposal and recycling operations. Following a re-organisation of the Group's waste management division currently carried out under Colex Environmental Pte Ltd ("CEPL"), a wholly owned subsidiary of Colex, Mr Chan was appointed as Director of CEPL and re-designated as General Manager, CEPL on 7 September 2012. His years of experience span across the automotive and transportation industries with Singapore Power Ltd as Head, Transport before joining Colex. He holds a Bachelor of Science (Hons) in Mechanical Engineering and a Master of Science from the University of Birmingham, United Kingdom. He is a member of the Singapore Institute of Directors.

### MR FONG HENG BOO

Mr Fong has been an Independent Director of Colex since March 1999. He was with the Auditor-General's Office (AGO), Singapore between 1975 and 1993. He was holding the appointment of Assistant Auditor-General when he left the AGO. Prior to his retirement in 2014, Mr Fong was the Director (Special Duties) at the Singapore Totalisator Board as the Head of Finance and Investment functions. Mr Fong has over 45 years of experience in auditing, finance, business development and corporate governance. Mr Fong graduated in 1973 from the University of Singapore (now known as the National University of Singapore) with a Bachelor's Degree in Accountancy (Honours). He also serves as an Independent Director of three other listed companies in Singapore.

### MR LIM HOCK BENG

Mr Lim has been an Independent Director of Colex since March 1999. Since 1996, he has been the Managing Director of Aries Investments Pte Ltd, an investment holding company with its principle interests in investing in quoted securities and properties. Prior to that, he founded Lim Associates (Pte) Ltd (now known as Boardroom Corporate & Advisory Services Pte Ltd) in 1968 and was its Managing Director for 27 years until his retirement in 1995. He has more than 30 years of experience and knowledge in corporate secretarial work, which included advising listed companies on compliance with the Listing Rules of the SGX-ST. He holds a Diploma in Management Accounting & Finance from the National Productivity Board and is a Fellow member of the Singapore Institute of Directors. He currently serves as an Independent Director of two other public listed companies in Singapore.

# PROFILE OF KEY EXECUTIVES

### MR DING CHEK LEH

Mr Ding is the General Manager in charge of the operations of Integrated Property Management Pte Ltd ("IPM"), a subsidiary of Colex. IPM business is in contract cleaning of commercial, residential and industrial buildings. He worked with the Housing Development Board of Singapore for three years as an Estate Officer before joining IPM in July 1987 as its Operations Manager. Mr Ding was promoted to Senior Operations Manager in April 1989 and subsequently to General Manager in September 1990. He holds an honours degree in Bachelor of Engineering from the University of Canterbury (New Zealand). Mr Ding is proposed to be appointed as an Executive Director of Colex at the upcoming Annual General Meeting held on 17 June 2020.

### MR LIAU KHIN SIONG

Mr Liau was appointed as the Assistant General Manager of Colex on 1 December 2012, assisting the Director in overseeing the day-to-day operations in the waste disposal operations. Mr Liau joined Colex in 2002 as Workshop Manager and was promoted to Senior Manager in August 2005, responsible for the repair and maintenance of all the waste disposal trucks, commercial vehicles and workshop equipment used in the waste disposal business. Prior to joining Colex, he was the Workshop Manager of one of the waste disposal companies, in charge of a fleet of waste disposal vehicles and equipment. He holds a degree in Master of Business Administration from Brunel University.

### MR ANTONY CHEN

Mr Chen is the Senior Manager in charge of the marketing and sales services of IPM. He is also involved in the day-to-day operations of work sites such as manpower recruitment and payroll, customer relations, quality control and audit. Mr Chen has worked in IPM since 1987 when he joined as a Business Development Executive. He was promoted to the post of Senior Manager in 1995.

### MS NG SIEW GEK

Ms Ng has been the Finance Manager of Colex since September 2009. She joined Colex in 1992 as an Accounts Assistant and was promoted to Deputy Finance Manager in 2008. In October 2015, she was re-designated as Group Finance Manager and responsible for the Group's finance and reporting functions. She holds an honours degree in Bachelor of Arts in Accounting & Finance from the University of Northumbria at Newcastle.

### MR HAN HEE GUAN

Mr Han is the Senior Manager of IPM. He joined IPM as Sales Executive in February 2001 and was promoted to Sales Manager in February 2006 and subsequently to Senior Manager in October 2011. He is also involved in the day-to-day operations of work sites such as manpower recruitment, quality control and customer relations.

### MR CHEE SANG FOK

Mr Chee joined Colex in September 2002 as an Operations Supervisor. He was promoted to Senior Operations Supervisor in March 2006 and subsequently to Assistant Operations Manager in May 2007. He was promoted to Operations Manager in January 2014. Mr Chee left Colex in June 2016 and rejoined Colex in May 2017 as a Senior Manager (Operations) of Colex. He oversees the Operations and Recycling Department of Colex. He holds a Diploma in Construction Management.


COLEX
HIRING DRIVERS / ATTENDANTS

# FINANCIAL **CONTENTS**

# CORPORATE GOVERNANCE **STATEMENT**

Colex Holdings Limited (the "Company") is committed to ensuring and maintaining a high standard of corporate governance within the Company and its subsidiary companies (the "Group"). This report describes the corporate governance framework and practices of the Company with specific reference made to each of the principles of the Code of Corporate Governance 2018 (the "Code"), pursuant to Rule 710 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"), as well as the disclosure guide developed by the SGX-ST in January 2015. The Company will continue to improve its systems and corporate governance processes in compliance with the Code. There are other sections in this annual report which contain information required by the Code. Hence the report should be read in totality.

## BOARD MATTERS

### Board's Conduct of its 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 Board of Directors (the "Board") comprises two executives and two independent directors having the appropriate mix of core competencies and diversity of experience to direct and lead the Company. As at the date of this report, the Board comprises the following members:

Mr Henry Ngo (Chairman)
Mr Desmond Chan Kwan Ling (Director)
Mr Fong Heng Boo (Independent Director)
Mr Lim Hock Beng (Independent Director)

### Board's Role

The Board of Directors' fiduciaries are to act objectively in the best interests of the Company and hold management accountable for the Company's performance. The primary role of the Board is to protect and enhance long-term shareholders' value. The Board has put in place a code of conduct and ethics to set appropriate tone-from-the-top and desired organisational culture, and ensure that the company's values, standards, policies and practices are consistent with the culture. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

The Board sets the corporate strategies of the Group, directions and goals for the Management and ensures that the necessary financial and human resources are in place for the Company to meet its objectives. It establishes a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets, supervises the Management and monitors performance of these goals to enhance shareholders' value. The Board is responsible for the overall corporate governance of the Group.

The Board considers sustainability in formulating its strategies for the Group. As a waste management and cleaning service provider, sustainability is an integral part of the Group's business strategy, underpinned by the introduction of a Materials Recovery Facility in 2014 to ensure environmental sustainability. To ensure that sustainability is integrated into our decision-making processes, the Group has established a Sustainability Steering Committee that comprises representatives from various divisions. In 2017, a materiality assessment was conducted to determine current material issues affecting our business and stakeholders and the Company issued its first Sustainability Report in November 2018. Having considered the interests and concerns of our key stakeholders, megatrends and the current state of our business model, the Group have reviewed and revalidated the list of material factors identified in the past two years. The Group's third sustainability report which covers the period from 1 January 2019 to 31 December 2019, will be prepared with reference to the Global Reporting Initiative Standards and is in line with the requirements of the Catalist Rules. The report will highlight the key economic, environmental, social and compliance factors such as economic performance, waste and recycling and occupational health and safety. The sustainability report for FY2019 will be uploaded on SGXNET and the Company's corporate website, http://www.colex.com.sg/investor-relations/ by 31 May 2020.

**Matters requiring Board's approval**

Matters that required the Board's approval are:

- corporate policies, strategies and objectives of the Company;
- annual budgets;
- half yearly and full year results announcements;
- annual report and accounts;
- major acquisitions, investments and disposal of assets;
- strategic planning;
- transactions or investments involving a conflict of interest for a substantial shareholder or a Director;
- financial restructuring; and
- share issuance, dividends and other returns to shareholders.

**Understanding of the Company's businesses**

The Directors recognize that it is their duty to have a full understanding of the Company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). The Company has in place a process of induction, training and development for new and existing directors as set out herein.

**Orientation, Briefings, Updates and Trainings Provided for Directors in FY2019**

The Company has in place an orientation process for newly appointed Directors to familiarise themselves with the Company's operations and business activities. Incoming directors joining the Board will receive a formal appointment letter setting out their duties and obligations, be briefed by the NC on their directors' duties and obligations and introduced to the Group's business and governance practice and arrangements, in particular the Company's policies relating to the disclosure of interests in securities, disclosure of conflicts of interest in transactions involving the Group, prohibition on dealings in the Company's securities and restrictions on the disclosure of price-sensitive information.

The incoming Director will meet up with the senior management and the Company Secretary to familiarise himself/herself with their roles, organisation structure and business practices. This will enable him/her to get acquainted with senior management and the Company Secretary thereby facilitating Board interaction and independent access to senior management and the Company Secretary.

The Company will also provide training within one year from the date of appointment for newly appointed Directors who have no prior experience as a director of a Singapore public listed company as prescribed by the SGX-ST under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules. The training of Directors will be arranged and funded by the Company.

The Directors are required and have each signed the respective undertaking in the form set out in Appendix 7H of the Listing Manual to undertake to use their best endeavours to comply with the Catalist Rules and to procure that the Company shall so comply.

During FY2019, the Directors had received updates on regulatory changes to the Catalist Rules, amendments to the Companies Act (Chapter 50) of Singapore (the "Companies Act") and changes to the accounting standards. The Directors had also received appropriate training to develop the necessary skills in facilitating the discharge of their duties at the Company's expense. Currently, three of the Directors are members of the Singapore Institute of Directors ("SID").

# CORPORATE GOVERNANCE STATEMENT

Briefings, updates and trainings for Directors in FY2019 include the following:

- The external auditors, briefed the AC members on developments in accounting and governance standards;
- The Company Secretary briefed the Board on the regulatory changes to the Catalist Rules, amendments to the Companies Act and the Code of Corporate Governance 2018;
- The General Managers updated the Board at each Board meeting on business and strategic developments;
- The Management highlighted to the Board the salient issues as well as the risk management considerations which might impact the Group's businesses and/or operations; and
- Three Directors had also attended appropriate courses, conferences and seminars including programmes run by the SID.

The Board has delegated certain matters to specialised committees of the Board, namely the Audit Committee ("AC"), the Nominating Committee ("NC") and Remuneration Committee ("RC") (collectively, the "Board Committees"), to assist in carrying out and discharging its duties and responsibilities efficiently and effectively. The Board Committees function within clearly defined terms of references and operating procedures, which are reviewed on a regular basis. The effectiveness of each Board Committee is also constantly reviewed by the Board. Please refer to Principles 4 to 7 and 9 to 10 on the activities of the NC, RC and AC respectively.

The following table discloses the number of meetings held for Board and Board Committees and the attendance of all Directors and Board Committee members for the financial year ended 31 December 2019 ("FY2019"):

| | Board | | Audit Committee | | Nominating Committee | | Remuneration Committee | |
|---|---|---|---|---|---|---|---|---|
| **Name** | **No. of meetings held** | **No. of meetings attended** | **No. of meetings held** | **No. of meetings attended** | **No. of meetings held** | **No. of meetings attended** | **No. of meetings held** | **No. of meetings attended** |
| Henry Ngo | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Desmond Chan Kwan Ling | 4 | 4 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Fong Heng Boo | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Lim Hock Beng | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |

N.A. – Not applicable, as the Director is not a member of the Board Committees.

The Company's Constitution allows the Board meetings to be conducted by way of telephonic or video conference meetings. The Board ensures that Directors with other listed board representations give sufficient time and attention to the affairs of the Group.

Board's Access to Management, Company Secretary and External Advisers.

All Directors are from time to time furnished with complete, adequate and timely information concerning the Company to enable them to be fully cognisant of the decisions and actions of the Company's Management.

Management recognises the importance of circulating information on a timely basis to ensure that the Board has adequate time to review the materials to facilitate a constructive and effective discussion during the scheduled meetings. As such, Management endeavours to circulate information for the Board meetings on a timely basis prior to the meetings to allow sufficient time for the Directors' review.

Management will also on best endeavours, encrypt documents which bear material price sensitive information when circulating documents electronically.

The Board has unrestricted access to the Company's records and information, and the Board has separate and independent access to the Company Secretary and to Management of the Company and of the Group at all times in carrying out their duties.

Management or external consultants engaged on specific projects are available to provide explanatory information in the form of briefings or formal presentations to the Directors in attendance at Board meetings.

The Company Secretary attends all Board meetings and meetings of Board Committees and ensures that Board procedures are followed and that applicable rules and regulations are complied with. The minutes of all Board and Board Committees' meetings are circulated to the Board. Under the direction of the Chairman, the Company Secretary ensures good information flows within the Board and its Board Committees and between Management and Independent Directors, as well as facilitates orientation and assists with professional development as required. The appointment and the removal of the Company Secretary rest with the Board as a whole. Each Director has the right to seek independent legal and other professional advice, at the Company's expense, concerning any aspect of the Group's operations or undertakings in order to fulfill their duties and responsibilities as a Director.

## 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.**

### Independence of Directors

As at the date of this report, the Board comprises four members, two of whom are independent and non-executive. Key information regarding the Directors and their appointments on various Board Committees is also contained therein. All Board Committees are chaired by an Independent Director, with a majority of members being non- executive and independent.

The criterion for independence is based on the definition given in the Code and the Catalist Rules. The Code has defined an "Independent Director" as one who is independent in conduct, character and judgement and who has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment in the best interests of the Company. Under the Catalist Rules, a director is considered as independent if he/she is not one who is or has been employed by the Company or any of its related corporations for the current or any of the past three financial years; or not one who has an immediate family member who is, or has been in any of the past three financial years, employed by the Company or any of its related corporations and whose remuneration is determined by the RC.

# CORPORATE GOVERNANCE STATEMENT

The Independent Directors, Mr Lim Hock Beng ("Mr Lim") and Mr Fong Heng Boo ("Mr Fong") each has confirmed their independence in accordance with the Code and Catalist Rules.

In view that Mr Lim and Mr Fong have served on the Board for more than nine years, the NC conducted a review of their independence. Mr Lim and Mr Fong have abstained from the NC and Board review of their independence. In addition to the independence criteria set out in the Code, the NC reviewed if there are any situation of conflict of interest of the Independent Directors which could impair their independence. Mr Lim and Mr Fong each has confirmed that neither he nor any of his immediate family, relatives and associates ("relevant persons") have any relationship or business dealings with the Company, its substantial shareholders or controlling shareholders and their relevant persons. Notwithstanding that Mr Lim and Mr Fong have served on the Board for more than nine years, the Board is of the view that they have engaged the Board in constructive discussions, their contributions are relevant and reasoned and they have exercised independent judgement without dominating the Board discussions. The Board further recognises that they have developed significant insight in the Group's business and operations and can contribute to provide significant and valuable contributions as Independent Directors of the Board. Having subject their independence to rigorous review, the NC and the Board considered Mr Lim and Mr Fong still independent notwithstanding their length of appointment.

The following assessments were conducted and deliberated by the Board before the arriving at the conclusion:–

- review of Board and Board Committee meetings minutes to assess questions and voting actions of Mr Lim and Mr Fong; and
- Mr Lim and Mr Fong's declaration of independence.

The Board is of the opinion that it would be most effective to draw on the wealth of experience from the longer serving directors while concurrently taking progressive steps to review and consider opportunities to refresh the Board as and when deemed required taking into consideration the Listing Rules that will take effect from 1 January 2022 imposing a nine-year cap on the tenure of an Independent Director.

**Composition of the Board**

As there are two Independent Directors among four on the Board, the requirement of the Catalist Rule 406(3) that at least one-third of the Board be comprised of Independent Directors is satisfied.

Under Provision 2.2 of the Code, the Independent Directors should make up a majority of the Board where the Chairman is not an Independent Director. Under Provision 2.3 of the Code, the Non-Executive Directors should make up a majority of the Board. All the Non-Executive Directors are Independent Directors who make up half the Board. Given the Board size of four, the two Independent Directors Director provide a good balance of authority and power within the Board. In addition, the NC, AC and RC which assist the Board in its functions is each chaired by an Independent Director. The Board is of the view that there is a strong independence element within the Board to justify the departure of the Board composition from the Code.

Directors must consult both the Chairman of the Board and the NC Chairman prior to accepting new director appointments. Directors must also immediately report any changes in their external appointments, including any corporate developments relating to their external appointments, which may affect their independence. This ensures that Directors continually meet the stringent requirements of independence under the Code.

The Board has considered the present Board size and is satisfied that the current size facilitates effective decision making and is appropriate for the nature and scope of the Group's operations. The NC is of the view that the current Board members comprise persons whose diverse skills, experience and attributes provide for effective direction for the Group. The composition of the Board will be reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise and experience, and collectively possess the necessary core competencies for effective functioning and informed decision-making. The Board considers gender as an important aspect of diversity alongside factors such as the age, ethnicity and educational background of its members. In the Board renewal process, each candidate will be considered on his or her own merits and suitability to provide a diversity of perspectives.

The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:

| Core Competencies | Number of Directors | Proportion of Board |
|---|---|---|
| – Accounting or finance | 2 | 50% |
| – Business management | 4 | 100% |
| – Legal or corporate governance | 2 | 50% |
| – Relevant industry knowledge or experience | 2 | 50% |
| – Strategic planning experience | 4 | 100% |

The Non-Executive Directors who are also Independent Directors constructively challenge and help develop proposals on strategy and review the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance. The Independent Directors communicate among themselves without the presence of Management as and when the need arises, and thereafter where appropriate, the Independent Directors provide inputs to the Board.

Details of the Board members' qualifications and experience are presented in the "Profile of Directors" section and on page 21 of this Annual Report.

**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.**

Mr Henry Ngo is the Chairman. The Company does not have a Chief Executive Officer. Mr Desmond Chan Kwan Ling, Executive Director of the Company and General Manager of the Company's subsidiary, Colex Environmental Pte Ltd, oversees the day-to-day management of the waste disposal division of the Company. Mr Ding Chek Leh, General Manager of the Company's subsidiary, Integrated Property Management Pte Ltd, oversees the day-to-day management of the contract cleaning division of the Company. Mr Chan and Mr Ding do not have any relationships (including family relationships) with each other, the Chairman, the other Directors, substantial shareholders or controlling shareholders of the Company.

The roles of the Chairman are separate and distinct from the roles of the General Managers, with each having their own areas of responsibilities. The Company believes that a distinctive separation of responsibilities between the Chairman and the General Managers will ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

# CORPORATE GOVERNANCE **STATEMENT**

The Chairman's responsibilities include:

- scheduling of meetings (with the assistance of the Company Secretary) to enable the Board to perform its duties responsibly while not interfering with the flow of the Group's operations;
- ensuring that Directors receive accurate, timely and clear information, and ensuring effective communication with shareholders;
- preparing meeting agenda (in consultation with the General Managers);
- assisting in ensuring the Company's compliance with the Code;
- ensuring that Board meetings are held when necessary;
- reviewing most board papers before they are presented to the Board;
- encouraging constructive relations between the Board and Management;
- facilitating the effective contribution of Non-Executive Directors in particular;
- encouraging constructive relations between Executive Directors and Non-Executive Directors; and
- promoting high standards of corporate governance.

In assuming his roles and responsibilities, Mr Henry Ngo consults with the Board, AC, NC and RC on major issues and as such, the Board believes that there are adequate safeguards in place against having a concentration of power and authority in a single individual.

Both the General Managers are responsible for the day-to-day management of the affairs of the Group's businesses comprising the waste disposal and cleaning divisions. Both report directly to the Chairman and update the Chairman on the performance of the Group during regular meetings, and ensure that policies and strategies adopted by the Board are implemented.

The Chairman is non-independent and part of the management team. Pursuant to Provision 3.3 of the Code, the Company would be required to appoint a Lead Independent Director.

The Board concurs with the NC that as the Board is small with only 4 members currently of whom two are Independent Directors, there would not be a need for a Lead Independent Director. Both the Independent Directors individually and collectively are and have been available to shareholders as a channel of communication between shareholders and the Board or Management.

## 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 NC comprises Mr Fong Heng Boo, Mr Lim Hock Beng and Mr Henry Ngo, the majority of whom, including the Chairman, are independent. The Chairman of the NC is Mr Fong Heng Boo, who is an Independent Non-Executive Director.

The NC ensures the new and existing directors are aware of their duties. As set out in Principle 2, all Directors keep themselves updated on relevant new laws and regulations and each signed the respective undertaking in the form set out in Appendix 7H of the Listing Manual to undertake to use their best endeavours to comply with the Catalist Rules and to procure that the Company shall so comply.

The NC functions under the terms of reference which set out its responsibilities:

- to review succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- to review and assess candidates for directorships (including executive directorships) before making recommendations to the Board for the appointment of directors;
- to recommend to the Board on all board appointments, re-appointments and re-nominations;
- to review the independence of the Independent Directors annually, and as and when circumstances require, in accordance with the guidelines set out in the Code;
- to develop the process and criteria for evaluation of the performance of the Board, its Board Committees and Directors; and
- review of training and professional development programs for the Board and the Directors.

The NC will conduct an annual review of the composition of the Board in terms of the size and mix of skills and qualifications of Board members. The NC is charged with the responsibility of re-nominations, having regard to the Director's contributions and performance (e.g. attendance, preparedness, participation and candour including, if applicable, as an Independent Director). In addition, it may, if it deems appropriate, recommend the appointment of additional directors to strengthen the composition of the Board. The NC may recommend the appointment of a new director to fill a casual vacancy in the Board.

**Multiple Board Representations**

The NC had considered and is of the view that it would not be appropriate to set a limit on the number of directorships that a Director may hold because directors have different capabilities, and the nature of the organisations in which they hold appointments and the kind of committees on which they serve are of different complexities. It is for each Director to personally determine the demands of his or her competing directorships and obligations and assess the number of directorships they could hold and serve effectively. Notwithstanding, the NC will decide if a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, taking into consideration the number of listed board representations and other principal commitments (if any) as defined in the Code.

Although some of the Board members have multiple board representations, the NC is satisfied that sufficient time and attention has been given to the Group by these Directors.

The measures and evaluation tools in place to assess the performance and consider competing time commitments of the Directors include the following:–

- Declarations by individual Directors of their other listed company board directorships and principal commitments; and
- Assessment of the individual Directors' performance based on the criteria under Principle 5 of this report.

**Selection, Appointment and Re-election of Directors**

The Company has in place a policy and procedures for the appointment of new directors, including description on the search and nomination process. The search for a suitable candidate could be drawn from contacts and the network of existing Directors. The NC can approach relevant institutions such as the SID, professional organisations or business federations to source for a suitable candidate.

# CORPORATE GOVERNANCE **STATEMENT**

The NC will deliberate and propose the background, skills, qualification and experience of the candidate it deems appropriate. The factors taken into consideration by the NC could include among other things, whether the new director can add to or complement the mix of skills and qualifications in the existing Board, relevance of his/her experience and contributions to the business of the Company and the depth and breadth he/she could bring to Board discussions.

New directors will be appointed by way of a Board resolution, after the NC makes the necessary recommendation to the Board.

The Company currently does not have any alternate directors. Alternate directors will be appointed as and when the Board deems necessary. Circumstances which warrant such appointments may include health, age related concerns as well as Management succession plans.

The Constitution of the Company requires one-third of the Board (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) to retire from office at each AGM. Rule 720(4) of the Catalist Rules also require all directors to submit themselves for re-nomination and re-appointment at least once every three years. Accordingly, the Directors will submit themselves for re-nomination and re-election at regular intervals of at least once every three years.

Mr Henry Ngo and Mr Desmond Chan Kwan Ling will retire by rotation pursuant to Regulation 104 of the Constitution at the forthcoming AGM. Mr Henry Ngo being eligible, has consented to stand for re-election. Mr Desmond Chan has informed the Board that he does not wish to seek re-election as a personal decision to just focus on his executive role as Director and General Manager of Colex Environmental Pte Ltd. The NC has recommended to the Board, the re-election of Mr Henry Ngo, taking into consideration the contribution and performance of Mr Henry Ngo. The Board has accepted the NC's recommendation. Mr Henry Ngo has abstained from the deliberation of the NC and the Board in respect of his nomination for re-election as Director.

In view of Mr Desmond Chan's retirement as Director and pursuant to Regulation 107 of the Constitution, Bonvests Holdings Limited as member of the Company has proposed Mr Ding Chek Leh, Director and General Manager of Integrated Property Management Pte Ltd for appointment as Director at the forthcoming AGM. Mr Ding has accepted the nomination for his candidature. The NC has reviewed Mr Ding's experience in the cleaning sector, business acumen and industry knowledge, finds him qualified and nominates him for appointment as Director. The Board has accepted the NC's recommendation.

The information of Mr Henry Ngo and Mr Ding as required under Catalist Rule 720(5) are set out in the "Director's Information" section of this annual report.

**Particulars of Directors pursuant to the Code:**

| Name of Director | Professional Membership/ Qualifications | Board Appointment Executive/ Non-Executive | Board Committees as Chairman or Member | Date of first appointment as Director | Date of last re-election/ re-appointment | Directorship/ Chairmanship in other listed companies in Singapore (present and held over preceding 3 years) | Other Principal Commitments |
|---|---|---|---|---|---|---|---|
| Mr Henry Ngo | Member of Singapore Institute of Directors | Chairman and Executive | Member: Audit Committee Nominating Committee Remuneration Committee | 03.11.1983 | 18.04.2017 | Bonvests Holdings Limited | Chairman/ Managing Director of Bonvests Holdings Limited |
| Mr Desmond Chan Kwan Ling | Bachelor of Engineering (Honours) and Master of Science Member of Singapore Institute of Directors | Executive | – | 07.09.2012 | 18.04.2018 | – | General Manager of Colex Environmental Private Limited |
| Mr Fong Heng Boo | Bachelor of Accountancy (Honours) | Independent Non-Executive | Chairman: Audit Committee Nominating Committee Member: Remuneration Committee | 26.03.1999 | 26.04.2019 | Capital Retail China Trust Management Limited<br>Sapphire Corporation Ltd<br>TA Corporation Ltd | Independent Director of Asian American Medical Group Ltd (listed in ASX) Citicode Ltd (formerly known as Advance SCT Limited Sheng Ye Capital Ltd) and board representation in non-listed companies |
| Mr Lim Hock Beng | Member of Singapore Institute of Directors | Independent Non-Executive | Chairman: Remuneration Committee Member: Audit Committee Nominating Committee | 26.03.1999 | 26.04.2019 | Huan Hsin Holdings Limited<br>GP Industries Limited | Board representation in a non-listed company |

# CORPORATE GOVERNANCE **STATEMENT**

## 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 NC examines the Board's size to satisfy that it is appropriate for effective decision-making, taking into account the nature and scope of the Group's operations.

The NC will review and evaluate the performance of the Board as a whole and its Board Committees, taking into consideration the attendance record at the meetings of the Board and Board Committees and also the contribution of each Director to the effectiveness of the Board.

In evaluating the Board's performance, the NC implements an assessment process that requires each Director to submit an assessment form of the performance of the Board as a whole during the financial year under review. This assessment process takes into account, inter alia, performance indicators such as the Board composition, maintenance of independence, Board information, Board process, Board accountability, communication with Management and standard of conduct. The results of the assessment exercise were reviewed by the NC and the NC also considered the contribution by each director towards the achievement of the Board for each of the performance indicator. No external facilitator was used in the evaluation process.

The contribution of each individual Director to the effectiveness of the Board is assessed individually and reviewed by the NC Chairman. The assessment criteria include, inter alia, commitment of time, knowledge and abilities, teamwork and overall effectiveness.

The NC would review the criteria on a periodic basis to ensure that the criteria is able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long term shareholders' value, thereafter propose amendments if any, to the Board for approval.

The NC did not propose any changes to the performance criteria for FY2019 as compared to the previous financial year as the economic climate, Board composition and the Group's principal business activities remained substantially the same.

The NC has reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole, and the individual Directors' performance, for FY2019 and is of the view that the performance of the Board as a whole, the Board Committees and each individual Director, have been satisfactory and the Board has met its performance objectives.

## REMUNERATION MATTERS

### Procedures for Developing Remuneration Policies

**Principle 6: The Board has 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 Mr Lim Hock Beng, Mr Fong Heng Boo and Mr Henry Ngo, the majority of whom, including its Chairman, are independent. The Chairman of the RC is Mr Lim Hock Beng, who is an Independent Non-Executive Director. The Independent Directors believe that the RC benefits from the experiences and expertise of Mr Henry Ngo. The Independent Directors are of the view that retaining an RC member who is also in an executive position is essential and will foster constructive discussions in proposing the executives' remuneration to the Board. The observation of Mr Henry Ngo who has better understanding of the job duties of executives is valuable to ensure that the remuneration packages commensurate with the job scope and level of responsibilities of each of the executives. Retaining an RC member who is also in an executive position will not lead to a conflict of interest or impede the independence of the RC as no Director or member of the RC is allowed to participate in the deliberation, and has to abstain from voting on any resolution, relating to his own remuneration or that of employees related to him.

The RC functions under the terms of reference which set out its responsibilities:

- to recommend to the Board a framework for remuneration for the Directors and key management personnel of the Company;
- to review the specific remuneration packages for Executive Directors and key management personnel; and
- to review the appropriateness of compensation for Independent Directors.

The RC recommends to the Board a Directors' fee framework for the Independent Directors who do not receive any other remuneration. The Executive Directors do not receive any Directors' fees. The Chairman does not receive any remuneration from the Group. The RC reviews the specific remuneration packages of Mr Chan and Mr Ding in their capacity as General Managers. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, benefits- in-kind and termination terms will be covered by the RC and ensures it is fair.

The recommendation of the RC will be submitted for endorsement by the Board. Each RC member will abstain from participating in the deliberations of and voting on any resolution in respect of his remuneration package.

The RC will be provided with access to expert professional advice on remuneration matters as and when necessary. The expense of such services shall be borne by the Company. No remuneration consultants were engaged by the Company in FY2019.

# CORPORATE GOVERNANCE **STATEMENT**

**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.**

In setting remuneration packages, the RC will take into consideration the pay and employment conditions within the industry and in comparable companies. The level and structure of remuneration is aligned with the long-term interest and risk policies of the Company, and the RC is of the view that it is appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the Company, and (b) key management personnel to successfully manage the Company, while not paying more than necessary for this purpose.

The Company has adopted a performance-related remuneration scheme for the General Managers to ensure the competitiveness of their remuneration packages. The General Managers are paid a fixed monthly salary and incentive bonus based on their operating unit performance and their individual performance. For key management personnel, they are paid a fixed monthly salary and variable bonus based on their operating unit performance. The Group's remuneration policy is to ensure that the remuneration offered is competitive and sufficient to attract, retain and motivate Directors and Management of the required experience and expertise. The performance conditions were met in FY2019.

The Company has entered into service contracts with its General Managers. The service contracts cover the terms of employment, salaries and other benefits, which can be terminated by either party giving notice of resignation/termination. Each appointment is on an ongoing basis and no onerous or over-generous removal clauses are contained in the letter of employment.

The Company currently does not have any contractual provisions which allow it to reclaim incentives from the General Managers and key management personnel in certain circumstances. The Board is of the view that as the Group pays performance bonuses based on the actual performance of the operating unit performance (and not on forward-looking results) as well as individual performance, "claw-back" provisions in the service agreements may not be relevant or appropriate.

Independent Directors have no service contracts with the Group. The Board has also recommended a fixed directors' fee for Independent Directors, taking into account the effort, time spent and responsibilities of each Independent Director. The RC will recommend the quantum of directors' fees for each financial year to the Board for endorsement, before seeking shareholders' approval at each AGM.

The RC has reviewed the fee structure for Independent Directors as being reflective of their responsibilities and work commitments and recommends the directors' fee for FY2019 in accordance with the fee structure for shareholders' approval at the Company's AGM.

## DISCLOSURE ON 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 breakdown of the level and mix of remuneration of the Directors of the Company in bands of S$250,000 for FY2019 is set out below.

| DIRECTORS | Salary | Bonus | Directors' Fees | Allowances and Other Benefits | Total Compensation |
|---|---|---|---|---|---|
| Below S$250,000 | | | | | |
| Desmond Chan Kwan Ling | 84% | 7% | – | 9% | 100% |
| Henry Ngo | – | – | – | – | – |
| Fong Heng Boo | – | – | 100% | – | – |
| Lim Hock Beng | – | – | 100% | – | – |

In view of the competitiveness of the industry for key talent, the Company is of the view that it is in the best interests of the Group not to disclose the exact remuneration of the Directors.

**Key Management Personnel (who are not Directors)**

| | Mix of Remuneration | | | |
|---|---|---|---|---|
| | Salary | Bonus | Others | Total |
| Above S$250,000 | | | | |
| Executive 1 | 55% | 32% | 13% | 100% |
| Below S$250,000 | | | | |
| Executive 2 | 87% | 2% | 11% | 100% |
| Executive 3 | 71% | 15% | 14% | 100% |
| Executive 4 | 97% | 2% | 1% | 100% |
| Executive 5 | 56% | 20% | 24% | 100% |
| Executive 6 | 86% | 2% | 12% | 100% |

# CORPORATE GOVERNANCE **STATEMENT**

The remuneration of the top six key management personnel (who are not Directors) was shown on a "no name" basis on concern over poaching of these key management personnel by competitors.

The total remuneration paid to the top six key management personnel was S$933,937 for FY2019.

There are no retirement, termination and post-employment benefits granted to the Directors and the key management personnel.

**Immediate Family Member of Directors (including the General Managers)**

The Company does not have any employee who is a substantial shareholder of the Company, or an immediate family member of a Director (including the General Managers) or a substantial shareholder of the Company, whose remuneration exceeded S$100,000 during FY2019.

**Share Incentive Scheme**

The Company does not have any share option or other share incentive schemes.

**RISK MANAGEMENT AND INTERNAL CONTROLS**

**Principle 9: The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.**

The Board is responsible for the governance of risk, including determining the nature and extent of the significant risks which the company is willing to take. The responsibility of overseeing the Company's risk management framework and policies is undertaken by the AC with the assistance of the internal auditors. Having considered the Company's business operations as well as its existing internal control and risk management systems, the Board is of the view that a separate risk committee is not required for the time being.

The Company maintains a system of internal controls for all companies within the Group. The internal controls are meant to provide reasonable assurance (but not absolute guarantee) that assets are adequately safeguarded, operational controls are in place, business risks are suitably protected and proper accounting records are maintained.

With the assistance of the internal auditors and through the AC, the Board reviews the effectiveness of the key internal controls at least annually and on an on-going basis, provides its perspective on management control and ensures that the necessary corrective and preventive actions are taken on a timely basis. There are formal procedures in place for both the internal and external auditors to report independently, conclusions and recommendations on the Group's internal controls to Management and to the AC.

The Company's systems of internal controls have a key role in the identification and management of risks that are significant to the achievement of its business objectives. The process of business risk management has been integrated throughout the Group in its business planning and monitoring processes. The results are reviewed by Management on a continuous basis. The overall risk management process and results will be reviewed by the Board. In addition, comprehensive exercises to assess the risk of each of the business division were conducted by the internal auditors with the participation from the Board and Management. This will provide the Board and the Management with another opportunity to relook at risk management issues.

For FY2019, the Board has received assurances from the Group Finance Manager and the General Managers of Colex Environmental Pte Ltd and Integrated Property Management Pte Ltd that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances and the Company's risk management and internal controls system are adequate and effective.

The significant risk factors relevant to the Group's operations and the associated mitigating factors are discussed as follows:

**Economic and market risks**

The waste disposal and contract cleaning industry is competitive with many new players trying to under-bid or under-cut the fees of incumbent service providers with the aim of gaining market access or market share. The Company addresses such risks by ensuring that the Group operates within certain market niches where it has competitive advantages and that its costs are controlled to help the Group remain competitive.

**Risks associated with labour-intensive operations**

The lack of local workers willing to take up employment within this industry poses a recruitment problem, and the employment of foreign workers is subjected to government policies and regulations. The labour-related costs for the industry are also generally on the rise.

As the Group is generally reliant on labour for contractual fulfillment, the ability to attract and retain a pool of workers who are capable of performing the services required in a cost efficient and accident-free manner will be the key to the Group's ability in remaining ahead of the competition.

**Financial risk**

The Group's operational activities are mainly carried out in Singapore dollars, which is the Group's functional currency. There is minimal exposure to any currency risk arising from movements in foreign currency exchange rates.

The Group has no interest-bearing financial instruments and hence, it is not exposed to any movements in market interest rates. Fixed deposits placed with financial institutions are short term in nature and have minimal interest rates exposure.

The Group has policies in place to ensure that transactions are conducted with customers with strong credit ratings. The Group's credit risks and amount owing by customers are monitored on an on-going basis by the General Managers. The waste disposal division relies on an external agent to carry out its billing for municipal waste collection and for private contracts. Therefore, it is exposed to the risk of uncollectable payables as it is dependent on the external agent for the collection of the payables. The external agent has comprehensive collection procedures to follow up on all the outstanding dues and reports such as aging are given for our regular review. There are also available plans by the external agent for the needy to pay by installment. Financial assistance scheme from the Government such as U-Save is available for those needy residences to settle their arrears. Please refer to Note 27 of the financial statements on page 85 of the Annual Report for a more comprehensive disclosure of our financial risk management.

The Board has relied on the independent auditor's report as set out in this Annual Report as assurance that the financial records have been properly maintained and the financial statements give true and fair view of the Group's operations and finances.

# CORPORATE GOVERNANCE **STATEMENT**

The Board has additionally relied on the internal auditor's reports in respect of, amongst others, areas in procurement and payments, sales and contract management, interested person transactions and human resource and payroll issued to the Company in respect of FY2019 as assurance that the Company's risk management and internal control systems are effective.

**Confirmation Pursuant to Catalist Rule 1204(10) of the Listing Manual**

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, reviews performed by Management and the various Board Committees, and interactions between the AC and the internal and external auditors, the Board is of the opinion that the Group's internal controls addressing financial, operational, compliance and information technology risks and risk management systems were adequate and effective during FY2019. The AC concurs with the Board's opinion.

**AUDIT COMMITTEE**

**Principle 10: The Board has an Audit Committee which discharges its duties objectively.**

The AC comprises Mr Fong Heng Boo, Mr Lim Hock Beng and Mr Henry Ngo, the majority of whom, including its Chairman, are independent. The Chairman of the AC is Mr Fong Heng Boo, who is an Independent Non-Executive Director. The Independent Directors believe that the AC benefits and continues to benefit from the experiences and expertise of Mr Henry Ngo in carrying out its functions effectively.

The AC (excluding Mr Henry Ngo) meets with the external and internal auditors without the presence of Management at least once a year to, amongst others, ascertain if there are any material weaknesses or control deficiencies in the Group's financial reporting and operational systems. Mr Henry Ngo has been excluded from the aforesaid meeting(s) to ensure that the AC remains a platform for external and internal auditors to provide their independent opinions without the influence of Management. This arrangement is essential to ensure that the presence of an executive director on the AC will not lead to any conflict of interest or impede the independence of the AC.

Mr Fong holds a Bachelor Degree in Accountancy (Honours) from the University of Singapore. Mr Lim has more than 30 years of experience and knowledge in corporate secretarial work. Mr Henry Ngo brings to the AC his depth and breadth of commercial and business experience. All the AC members receive updates from the external auditors on updates to accounting and issues which have a direct impact on financial statements. The Board is of the view that the members of the AC have sufficient accounting and financial management expertise and experience to discharge the AC's functions.

Since their appointment to the AC and to date, none of the AC members were previous partners or directors of the Company's external audit firm and none of the AC members hold any financial interest in the external audit firm.

The AC functions under the terms of reference which sets out its responsibilities as follows:

- to review the audit plans of both the internal and external auditors;
- to review the scope and results of the auditors' reports and their evaluation of the Company's and of the Group's systems of internal controls and all non-audit services provided by the auditors to ensure that such services would not affect the independence of the auditors;
- to review and report to the Board at least annually the adequacy and effectiveness of the internal controls, including financial, operational, compliance and information technology controls;

- to review the effectiveness and adequacy of the internal audit function that is outsourced to a professional firm;
- to review the co-operation given by the Company's officers to the internal and external auditors;
- to review the assurance from the General Managers and Group Finance Manager on the financial records and financial statements and risk management and internal control systems;
- to review the financial statements of the Company and of the Group before submission to the Board;
- to review the significant financial reporting issues and judgements to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance;
- to nominate and review the appointment of internal and external auditors and approve the fees to be paid to the auditors;
- to review with the auditors and Management on the general internal control procedures;
- to review the independence of the internal and external auditors;
- to review interested persons transactions and ensure that such transactions are conducted at arm's length and are not detrimental to the interests of the Company and its minority shareholders; and
- to review whistleblowing process by which the staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, and where applicable to investigate into any whistleblowing issues raised.

For FY2019, in addition to the review with the external auditor of the significant reporting issues and judgements to ensure the integrity of the financial statements of the Group, the AC also reviewed the key audit matter ("KAM") set out in the independent auditor's report for FY2019 and wishes to provide its perspective on the KAM.

The external auditor has identified revenue recognition as a KAM and sets out the work it had performed to ensure revenue recognition by the Group is in accordance with the accounting standards.

The AC considered the KAM presented by the external auditors together with Management. The AC reviewed the revenue recognition policies of the Group and was satisfied with the underlying judgement and estimates used by the Management.

The AC has considered the appropriateness of the external auditor's work and findings and concurs with the external auditor as set out in the independent auditor's report for FY2019 in page 44.

The AC has the power to conduct or authorise investigations into any matters within the AC's scope of responsibility. The AC is authorised to obtain independent professional advice if it deems necessary in the discharge of its responsibilities. Such expenses are to be borne by the Company.

Each member of the AC shall abstain from voting on any resolutions in respect of matters he is interested in.

The AC has full access to and co-operation of the Management and has full discretion to invite any director or executive officer to attend its meetings, and has been given reasonable resources to enable it to discharge its functions. While the Company does not have a Chief Financial Officer, the Group's finance functions and reporting functions are supervised by the Group Finance Manager reporting to Mr Desmond Chan Kwan Ling, the General Manager.

The AC meets with both the internal and external auditors without the presence of the Management (including Mr Henry Ngo) at least once every financial year and had done so during FY2019.

The Company confirms that it has complied with Rules 712 and 715 of the Catalist Rules in engaging PricewaterhouseCoopers LLP ("**PWC**") as auditor of the Company and its subsidiaries for FY2019.

# CORPORATE GOVERNANCE **STATEMENT**

The AC reviews the independence of the external auditors, PWC annually. The annual audit fee of S$66,000 and non-audit fee of S$23,980 were paid in FY2019. The AC has reviewed the nature and extent of the services rendered by the external auditors for the financial year ended 31 December 2019 and is satisfied that the independence of the external auditors have not been impaired. The AC, in its review of the audit report with the external auditors, was satisfied with the adequacy of the work carried out by the external auditors and the quality of the external auditors through the audit indicators presented during the audit committee meeting. The AC has recommended their re-appointment to the Board.

The Company has in place a whistle-blowing framework for staff to raise concerns about improprieties in confidence in matters of financial reporting or other matters. The AC oversees the administration of the framework and ensures that arrangements are in place for the independent investigation of such matters and for appropriate follow-up action. Such concerns raised will be independently investigated and appropriate follow-up action taken. The Board will continue to review the whistle-blowing policy and determine if it should be extended to external parties in due course. The AC confirms that no reports have been received under the whistle-blowing policy in 2019.

**Internal Audit**

The AC approves the hiring, removal, evaluation and compensation of the internal auditor. The internal audit function ("IA") of the Company is out-sourced to KPMG Services Pte Ltd ("KPMG"). The IA reviews the effectiveness of key internal controls, including financial, operational and compliance controls for selected scope of review annually, as approved by the ARC. Procedures are in place for the IA to report independently on their findings and recommendations to the AC for review. The IA reports primarily to the Chairman of the AC and has full access to the Company's documents, records, properties and personnel of the Group, including access to AC.

The Company's internal audit function is independent of the external audit. The IA, KPMG, is a member of the Institute of Internal Auditors Singapore, and staffed with professionals with relevant qualifications and experience. The Company's engagement with KPMG stipulates that its work shall comply with the KPMG's global internal auditing standards and the International Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors (IIA Standards). KPMG has confirmed compliance with the above standards. KPMG has also confirmed their independence to the AC.

During the year, the IA adopted a risk-based audit approach that focused on material internal controls, including financial, operational, compliance and information technology controls. Audits were carried out on all significant business units in the Group. All IA reports are submitted to the AC for deliberation with copies of these reports extended to the Chairman and CEO, Executive Directors and the relevant key management personnel. The IA has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

The AC is satisfied that the internal audit function has adequate resources to perform its function effectively. The AC is satisfied that the internal audit function is staffed by suitably qualified and experienced professionals with the relevant qualifications and experience.

The AC has reviewed the Company's internal control assessment and based on the internal auditors' and external auditors' reports and the internal controls in place, it is satisfied that there are adequate and effective internal controls to meet the needs of the Group in its current business environment. The AC is satisfied that the internal audit function is independent, effective and adequately resourced.

## SHAREHOLDER RIGHTS AND ENGAGEMENT

**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.**

The Company's AGMs are the principal forums for dialogue with shareholders. The Directors, including the chairpersons of each of the Board Committees are normally available at the meetings to address shareholders' queries. The external auditors shall also be present to assist the Directors in addressing any relevant queries by the shareholders. In 2019, the Company held one general meeting, being the AGM which was attended by all the current Directors.

Shareholders are encouraged to attend the AGMs and/or the extraordinary general meetings to ensure high levels of accountability and to stay appraised of the Group's strategy and goals. Notice of the meetings will be advertised in newspapers and announced on the SGXNET.

The Company's Constitution allows a member (other than a relevant intermediary as defined in section 181 of the Companies Act) to appoint one or two proxies to attend and vote for him in his absence at its general meetings. The Companies Act allows relevant intermediaries which include CPF agent banks nominees to appoint multiple proxies, and empower CPF investors to attend and vote at general meetings of the Company as their CPF agent banks' proxies.

The Company will have separate resolutions at general meetings on each distinct issue. All resolutions at the forthcoming AGM would be put to vote by poll. This will allow greater transparency and more equitable participation by shareholders. Votes cast for and against each resolution will be tallied and scrutinized by the scrutineer and announced to shareholders. The detailed results including the total number and percentage of votes cast for and against each resolution will be announced via SGXNET after the conclusion of the general meeting.

The Company prepares minutes of general meetings detailing the proceedings and questions raised by shareholders and answers given by the Board and Management. The minutes will be taken and published in the Company's corporate website, http://www.colex.com.sg/investor-relations/ and will be adopted from the AGM for FY2019 onwards.

For FY2019, the Board has proposed a final dividend of 0.45 Singapore cents per share at the forthcoming AGM for shareholders' approval. Details of the proposed dividend are stated in the notice of the annual general meeting attached to this annual report. The Company does not have a policy on payment of dividend. The Board will consider the Group's level of cash and retained earnings and projected capital expenditure and investments in proposing a dividend.

## ENGAGEMENT WITH SHAREHOLDERS

**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.**

In line with continuous obligations of the Company pursuant to the Catalist Rules, the Board's investor relations policy is that all shareholders be informed in a comprehensive manner and on a timely basis of all major developments that impact the Group. The Company does not practice selective disclosure and price sensitive information is publicly released on an immediate basis where required under the Catalist Rules.

# CORPORATE GOVERNANCE STATEMENT

Information is disseminated to shareholders on a timely basis through:

- SGXNET announcements and news releases;
- Annual Report prepared and issued to all shareholders;
- Notices of and explanatory memoranda for annual general meetings and extraordinary general meetings; and
- Company's corporate website where shareholders can access timely information on the Group.

The Board strives to ensure that timely disclosure is made regarding all material business matters affecting the Group so as to maintain a high level of transparency. All announcements by the Company are made through SGXNET.

To further enhance its communication with the shareholders and investors, the Company's website allows the public to have access to information on the Group including the Company's announcements made to the SGX-ST and the contact email at investorrelations@colex.com.sg allows shareholders and investors to contact the Company if there is any concerns relating to the Company.

**ENGAGEMENT WITH STAKEHOLDERS**

**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.**

The Group's material stakeholders are its shareholders, customers, employees, business partners and the community and the Company engages with them through its sustainability initiatives which shall be set out in its Sustainability Report for FY2019. Please refer to the Sustainability Report to be uploaded on SGXNET and the Company's corporate website by 31 May 2020.

The Group maintains a corporate website at http://www.colex.com.sg/investor-relations/ which stakeholders can access information on the Group.

**Dealing in Securities**

The Company has complied with Rule 1204(19) of the Catalist Rules in relation to dealings in the Company's securities by Directors and officers of the Company.

The Company has in place a policy prohibiting dealings of the Company's securities by the Company, its Directors and officers on short-term considerations or when they are in possession of price sensitive information and during the period of one month prior to the announcement of the Company's half-year and full-year results, as the case may be, and ending on the date of the announcement of the relevant results. Directors and officers of the Company are expected to observe the insider trading laws at all times even when dealing in securities within the permitted trading period.

The Company has complied with the best practice pursuant to Catalist Rule 1204(19)(c) in not dealing in its own securities during the restricted trading periods.

**Interested Persons Transactions Policy**

The Company has adopted an internal policy in respect of any transactions with interested persons and has established procedures for the review and approval of the interested person transactions entered into by the Group. The AC has reviewed the rationale and terms of the Group's interested person transactions and is of the view that the interested person transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company's shareholders.

The Group has a general mandate for recurrent interested person transactions approved by shareholders at the extraordinary general meeting held on 17 April 2013. The renewal of the interested person transactions mandate was approved by shareholders at the annual general meeting held on 26 April 2019. Save as disclosed below, there are no other interested person transactions for FY2019.

| Name of Interested Person | Nature of Relationship | Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) | Aggregate value of all interested person transactions conducted under shareholder's mandate pursuant to Rule 920 (excluding transactions less than S$100,000) |
|---|---|---|---|
| Goldvein Pte Ltd[1] | refer note 1 | – | $324,759 |
| Allsland Pte Ltd[2] | refer note 2 | – | $254,378 |
| Richvein Pte Ltd[3] | refer note 3 | – | $760,701 |

(1) Mr Henry Ngo has a 21.26% direct interest and a deemed interest of 2.29% (held through Allsland Pte Ltd) in Bonvests Holdings Limited ("Bonvests"). He also holds 40% interest in the issued share capital of Goldvein Holdings Pte Ltd ("Goldvein") which in turn holds 59.78% shareholdings in the issued share capital of Bonvests. Bonvests in turn holds 100% shareholdings in Goldvein Pte Ltd. Accordingly, Mr Henry Ngo is deemed interested in the whole of the issued share capital of Goldvein Pte Ltd by virtue of Section 7 of the Companies Act, Chapter 50 (the "Companies Act"), and Goldvein Pte Ltd is an interested person as defined by the Listing Manual of the SGX-ST, Section B: Rules of Catalist (the "Catalist Rules").

(2) Allsland Pte Ltd is wholly-owned by Mr Henry Ngo. Accordingly, Allsland Pte Ltd is an interested person as defined by the Catalist Rules.

(3) Bonvests holds 100% shareholdings in the issued share capital of Richvein Pte Ltd. Accordingly, Mr Henry Ngo is deemed interested in the whole of the issued share capital of Richvein Pte Ltd by virtue of Section 7 of the Companies Act, and Richvein Pte Ltd is an interested person as defined by the Catalist Rules.

# CORPORATE GOVERNANCE STATEMENT

**Material Contracts**

Save for the service agreements between the General Managers (who are also Directors of the Company) and the Company as mentioned above, there were no material contracts entered into by the Company or its subsidiaries involving the interests of its Chairman or any Directors or controlling shareholders which are either still subsisting as at the end of FY2019 or if not then subsisting, entered into since the end of the previous financial year.

**Treasury Shares**

There are no treasury shares held by the Company as at the end of the financial year ended 31 December 2019.

**Non-Sponsor Fees**

No non-sponsor fees were paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. for FY2019.

**Information on Directors nominated for re-election/appointment – Appendix 7F of the Catalist Rules**

| | Name of Director to Re-elected | Name of Director to be Appointed |
|---|---|---|
| | **Mr Henry Ngo** | **Mr Ding Chek Leh** |
| **Date of appointment** | 03.11.1983 | 17.06.2020 |
| **Date of last re-appointment** | 18.04.2017 | Not applicable |
| **Age** | 69 | 62 |
| **Country of principal residence** | Singapore | Singapore |
| **The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)** | The re-election of Mr Henry Ngo as the Director was recommended by the NC and the Board has accepted the recommendation, after taking into consideration Mr Henry Ngo's contribution and performance. | The appointment of Mr Ding, General Manager of Integrated Property Management Pte Ltd ("IPM"), a subsidiary of the Company, was proposed by Bonvests Holdings Limited as a member of the Company in accordance with the Constitution. The NC having reviewed Mr Ding's experience, business acumen and industry knowledge, finds him qualified and nominates him for appointment as Director. The Board has accepted the NC's recommendation. |
| **Whether the appointment is executive and if so, please state the area of responsibility** | Yes, Executive Chairman | Yes, Director in charge of the cleaning division of the Group. |
| **Job title (e.g. Lead ID, AC Chairman, AC member, etc)** | Chairman and Executive Director, a member of AC, RC and NC Committees | Director |
| **Professional memberships/ qualifications** | Member of Singapore Institute of Directors | Honours degree in Bachelor of Engineering from the University of Canterbury (New Zealand) |

# DIRECTOR'S **INFORMATION**

| | Name of Director to Re-elected | Name of Director to be Appointed |
|---|---|---|
| | **Mr Henry Ngo** | **Mr Ding Chek Leh** |
| **Working experience and occupation(s) during the past 10 years** | Mr Ngo has been the Chairman of Colex since 1983 when Colex became a subsidiary of Bonvests Holdings Limited ("Bonvests"). He is also the Chairman and Managing Director of Bonvests, a company listed on the SGX-ST. | Mr Ding is the General Manager in charge of IPM, a subsidiary of the Company. He worked with the Housing Development Board of Singapore for three years as an Estate Officer before joining IPM in July 1987 as its Operations Manager. Mr Ding was promoted to Senior Operations Manager in April 1989 and subsequently to General Manager in September 1990. |
| **Shareholding interest in the Company and its subsidiaries** | Direct interest of 1,720,000 shares and deemed interest of 104,611,560 shares in Colex Holdings Limited. | Nil |
| **Any relationship (including immediate family member relationships) with any existing director, existing executive officer, the Company and/ or substantial shareholder of the Company or any of its principal subsidiaries** | Mr Ngo is the controlling shareholder of Bonvests Holdings Limited ("BHL") which is the parent company of Colex Holdings Limited. | Nil |
| **Conflict of Interest (including any competing business)** | Nil | Nil |
| **Undertaking (in the format set out in Appendix 7H) under Rule 720(1) submitted to the Company?** | Yes | Yes |
| **Other principal commitments[1] including Directorships** | | |
| **– Present** | – Chairman/Managing Director of Bonvests Holdings Limited | – Director of Integrated Property Management Pte. Ltd.<br>– Director of Juz Clean Pte. Ltd. |
| **– Past (for the last 5 years)** | Nil | Executive Director of Colex Holdings Limited |

[1] Include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.

| *The general statutory disclosures of the Directors are as follows:* | **Name of Director to Re-elected**<br>**Mr Henry Ngo** | **Name of Director to be Appointed**<br>**Mr Ding Chek Leh** |
|---|---|---|
| (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner? | No | No |
| (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? | No | No |
| (c) Whether there is any unsatisfied judgment against him? | No | No |
| (d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose? | No | No |
| (e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach? | No | No |

# DIRECTOR'S **INFORMATION**

| *The general statutory disclosures of the Directors are as follows:* | **Name of Director to Re-elected** | **Name of Director to be Appointed** |
|---|---|---|
| | **Mr Henry Ngo** | **Mr Ding Chek Leh** |
| (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part? | No | No |
| (g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust? | No | No |
| (h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust? | No | No |
| (i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity? | No | No |
| (j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– | No | No |
| (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or | No | No |
| (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or | No | No |

| ***The general statutory disclosures of the Directors are as follows:*** | **Name of Director to Re-elected** | **Name of Director to be Appointed** |
|---|---|---|
| | **Mr Henry Ngo** | **Mr Ding Chek Leh** |
| (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or | No | No |
| (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust? | No | No |
| (k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere? | No | No |
| Any prior experience as a director of an issuer listed on the Exchange?<br><br>If yes, please provide details of prior experience.<br><br>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. | Not applicable. This is a re-election of a director. | Yes, Mr Ding was a Executive Director of Colex Holdings Limited from March 1999 to April 2018 |
| Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable). | Not applicable. | Not applicable. |

# DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 December 2019 and the statement of financial position of the Company as at 31 December 2019.

In the opinion of the directors,

(a) the accompanying financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards (International);

(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.

**Directors**

The directors of the Company to office at the date of this statement are as follows:

Henry Ngo
Desmond Chan Kwan Ling
Fong Heng Boo (Independent director)
Lim Hock Beng (Independent director)

**Arrangements to enable directors to acquire shares and 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.

**Directors' interest in shares or debentures**

According to the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act, Cap. 50, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

| | | Holdings registered in name of director or nominee | | Holdings in which director is deemed to have an interest | |
|---|---|---|---|---|---|
| Name of director<br>The Company<br>(no. of ordinary shares) | Name of company in which shares are held | As at 1.1.2019 | **As at 31.12.2019 and 21.1.2020** | As at 1.1.2019 | **As at 31.12.2019 and 21.1.2020** |
| Henry Ngo | Colex Holdings Limited | 1,720,000 | **1,720,000** | 104,611,560 | **104,611,560** |
| Immediate holding company<br>(no. of ordinary shares) | | | | | |
| Henry Ngo | Bonvests Holdings Limited | 85,357,128 | **85,357,128** | 248,187,669 | **248,420,569** |
| Ultimate holding company<br>(no. of ordinary shares) | | | | | |
| Henry Ngo | Goldvein Holdings Pte. Ltd. | 42,502,922 | **42,502,922** | – | **–** |

**Share option scheme**

No options to take up unissued shares of the Company or any subsidiaries have been granted during the financial year.

No shares were issued during the financial year to which this report relates by virtue of the exercise of the options to take up unissued shares of the Company or any subsidiaries.

There were no unissued shares of the Company or any subsidiaries under option at 31 December 2019.

# DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

**Audit Committee**

The Audit Committee at the end of the financial year comprises the following members:

Fong Heng Boo (Chairman)
Lim Hock Beng
Henry Ngo

All members of the Audit Committee are non-executive directors. Except for Mr Henry Ngo who is an Executive Director of Bonvests Holdings Limited, the immediate holding corporation of the Group, all members are independent.

The Audit Committee performs the functions set out in Section 201B(5) of the Singapore Companies Act, Cap. 50, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the committee reviewed the following:

(i) overall scope of both the internal and external audits and the assistance given by the Company's officers to the auditors. It met with the Company's internal and external auditors to discuss the results of their respective examinations;

(ii) the quarterly financial information and the statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2019 as well as the auditor's report thereon;

(iii) effectiveness of the Company's internal controls, including financial, operational and compliance controls and information technology controls and risk management systems via reviews carried out by the internal auditors;

(iv) interested persons transactions (as defined in Chapter 9 of the Listing Manual of the Singapore Exchange).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee is satisfied with the independence and objectivity of the external auditor and has recommend to the Board of Director that PricewaterhouseCoopers LLP be nominated for re-appointment as external auditor at the forthcoming annual general meeting.

Full details regarding the Audit Committee are provided in the Corporate Governance Statement.

In appointing our auditors for the Company and subsidiaries, we have complied with Rules 712 and 715 of the SGX Listing Manual.

**Independent auditor**

The independent auditor, PricewaterhouseCoopers LLP has expressed its willingness to accept the reappointment.

**Other information required by the SGX-ST**

*Material information*

Apart from the Service Agreements between the executive directors and the Company, there are no material contract to which the Company or any subsidiaries, is a party which involve directors' interests subsisted or have been entered into during the financial year.

*Interested persons transactions*

There was no interested persons transaction as defined in Chapter 9 of Listing Manual of the Singapore Exchange conducted during the financial year except as disclosed under "Interested Persons Transactions" in the "Corporate Governance Statement Policy" and in Note 22 to the financial statements.

On behalf of the directors

| | |
|---|---|
| DESMOND CHAN KWAN LING | FONG HENG BOO |
| Director | Director |

13 March 2020

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COLEX HOLDINGS LIMITED

**Report on the Audit of the Financial Statements**

**Our Opinion**

In our opinion, the accompanying consolidated financial statements of Colex Holdings Limited ("the Company") and its subsidiaries ("the Group") and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 ("the Act") and Singapore Financial Reporting Standards (International) ("SFRS (I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

*What we have audited*

The financial statements of the Company and the Group comprise:

- the statement of financial position of the Company as at 31 December 2019;
- the statement of financial position of the Group as at 31 December 2019;
- the consolidated statement of comprehensive income of the Group for the financial year ended 31 December 2019;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

**Basis for Opinion**

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

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

*Independence*

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

**Our Audit Approach**

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

*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 for the financial year ended 31 December 2019. 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.

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|---|---|
| *Revenue recognition from waste disposal and contract cleaning*<br><br>*Refer to Note 2.17 and Note 3 to the financial statements.*<br><br>For the financial year ended 31 December 2019, revenue from waste disposal and contract cleaning amounted to approximately S$38 million and S$28 million respectively. Revenue is recognised and accrued as the services are rendered.<br><br>We focused on revenue recognition as it is a significant area and there is a risk that revenue could be misstated due to the high volume of customer accounts serviced by the Group. | We have performed the following procedures in relation to revenue recognition:<br><br>• understood, evaluated and tested relevant accounting controls over the revenue recognition process;<br>• tested the period of service billed by checking to underlying supporting documents, on a sample basis;<br>• tested rates applied to underlying agreements, on a sample basis;<br>• re-computed contractual revenue to ascertain the accuracy of the contractual revenue recorded by management for the financial year, on a sample basis;<br>• assessed the reasonableness of number of customer accounts by comparing to external publicly available information;<br>• obtained independent confirmation from the third-party agent on the total fees billed to customers for waste disposal services rendered for the current financial year;<br>• performed cut-off procedures to ensure that revenue is recorded in the correct period; and<br>• reviewed credit notes issued after year-end on a sample basis to ensure that they do not relate to revenue recognised for the current financial year.<br><br>Based on the work performed, we found the Group's revenue recognition relating to waste disposal and contract cleaning to be appropriate. |

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COLEX HOLDINGS LIMITED

**Other Information**

Management is responsible for the other information. The other information comprises the Directors' Statement (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the other sections of the annual report ("the Other Sections"), which are expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Other Sections, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with SSAs.

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

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

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

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

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

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

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

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

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

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

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COLEX HOLDINGS LIMITED

**Report on Other Legal and Regulatory Requirements**

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

The engagement partner on the audit resulting in this independent auditor's report is Magdelene Chua.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 13 March 2020

# STATEMENTS OF
# FINANCIAL POSITION – THE COMPANY

AS AT 31 DECEMBER 2019

| | Note | 2019<br>$ | 2018<br>$ |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-Current Assets** | | | |
| Investments in subsidiaries | 7 | **4,588,705** | 4,588,705 |
| | | **4,588,705** | 4,588,705 |
| **Current Assets** | | | |
| Trade and other receivables | 9 | **8,374,680** | 8,373,398 |
| Deposits | 10 | **150** | 150 |
| Prepayments | 10 | **2,700** | 2,700 |
| Cash and cash equivalents | 11 | **2,808,818** | 2,736,094 |
| | | **11,186,348** | 11,112,342 |
| **Total assets** | | **15,775,053** | 15,701,047 |
| **EQUITY AND LIABILITIES** | | | |
| Capital and Reserves | | | |
| Share capital | 12 | **14,523,504** | 14,523,504 |
| Retained profits | | **1,179,197** | 1,087,045 |
| **Total equity** | | **15,702,701** | 15,610,549 |
| **Current Liabilities** | | | |
| Trade and other payables | 15 | **22,350** | 40,496 |
| Accrual for directors' fees | | **50,000** | 50,000 |
| Current tax payable | | **2** | 2 |
| | | **72,352** | 90,498 |
| **Total liabilities** | | **72,352** | 90,498 |
| **Total equity and liabilities** | | **15,775,053** | 15,701,047 |

*The accompanying notes form an integral part of these financial statements.*

# STATEMENTS OF
# FINANCIAL POSITION – THE GROUP

AS AT 31 DECEMBER 2019

| | Note | 2019<br>$ | 2018<br>$ |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-Current Assets** | | | |
| Property, plant and equipment | 4 | **20,260,240** | 18,933,979 |
| | | **20,260,240** | 18,933,979 |
| **Current Assets** | | | |
| Inventories | 8 | **140,793** | 115,213 |
| Trade and other receivables | 9 | **11,010,828** | 11,121,199 |
| Deposits | 10 | **131,906** | 159,757 |
| Prepayments | 10 | **206,390** | 190,288 |
| Cash and cash equivalents | 11 | **22,507,985** | 19,458,216 |
| | | **33,997,902** | 31,044,673 |
| **Total assets** | | **54,258,142** | 49,978,652 |
| **EQUITY AND LIABILITIES** | | | |
| **Capital and Reserves** | | | |
| Share capital | 12 | **14,523,504** | 14,523,504 |
| Retained profits | | **28,517,799** | 26,691,762 |
| **Total equity** | | **43,041,303** | 41,215,266 |
| **Non-Current Liabilities** | | | |
| Provision | 13 | **740,000** | 740,000 |
| Deferred tax liabilities | 14 | **1,807,709** | 1,769,063 |
| Lease liabilities | | **2,976,299** | 75,288 |
| | | **5,524,008** | 2,584,351 |
| **Current Liabilities** | | | |
| Trade and other payables | 15 | **4,733,555** | 5,534,641 |
| Accrual for directors' fees | | **50,000** | 50,000 |
| Lease liabilities | | **337,339** | 47,901 |
| Current tax payable | 19 | **571,937** | 546,493 |
| | | **5,692,831** | 6,179,035 |
| **Total liabilities** | | **11,216,839** | 8,763,386 |
| **Total equity and liabilities** | | **54,258,142** | 49,978,652 |

*The accompanying notes form an integral part of these financial statements.*

# CONSOLIDATED STATEMENT OF **COMPREHENSIVE INCOME**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

| | Note | **2019** | 2018 |
|---|---|---|---|
| | | **$** | $ |
| Revenue | 3 | **66,847,006** | 69,300,967 |
| Other income | 16 | **1,254,291** | 1,530,037 |
| Cost of inventories and consumables | 8 | **(1,176,892)** | (1,277,010) |
| Staff costs | 17 | **(31,108,131)** | (33,066,787) |
| Depreciation expenses | 4 | **(4,002,054)** | (3,335,683) |
| Other expenses | 18 | **(28,498,879)** | (29,248,210) |
| Impairment loss on financial assets | | **(43,022)** | (20,244) |
| Finance costs | | **(189,059)** | (55) |
| Profit before taxation | | **3,083,260** | 3,883,015 |
| Income tax expense | 19 | **(594,610)** | (651,984) |
| **Total profit for the year/Total comprehensive income and attributable to owners of the parent** | | **2,488,650** | 3,231,031 |
| **Earnings per share attributable to equity holders of the Company (expressed in cents per share)** | 20 | | |
| – Basic | | **1.88** | 2.44 |
| – Diluted | | **1.88** | 2.44 |

*The accompanying notes form an integral part of these financial statements.*

# CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

| | Note | Share Capital $ | Retained profits* $ | Total $ |
|---|---|---|---|---|
| **2019** | | | | |
| **Balance as at 1 January 2019** | | **14,523,504** | **26,691,762** | **41,215,266** |
| Total profit/Total comprehensive income for the year | | – | 2,488,650 | 2,488,650 |
| Dividends paid | 21 | – | (662,613) | (662,613) |
| **Balance as at 31 December 2019** | | **14,523,504** | **28,517,799** | **43,041,303** |
| **2018** | | | | |
| **Balance as at 31 December 2017** | | 14,523,504 | 23,977,621 | 38,501,125 |
| Adoption of SFRS (I) 9 | | – | 211,984 | 211,984 |
| **Balance as at 1 January 2018** | | 14,523,504 | 24,189,605 | 38,713,109 |
| Total profit/Total comprehensive income for the year | | – | 3,231,031 | 3,231,031 |
| Dividends paid | 21 | – | (728,874) | (728,874) |
| **Balance as at 31 December 2018** | | 14,523,504 | 26,691,762 | 41,215,266 |

* Profits are distributable.

*The accompanying notes form an integral part of these financial statements.*

# CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

| | Note | **2019** **$** | 2018 $ |
|---|---|---|---|
| **Cash Flows from Operating Activities** | | | |
| Profit before taxation | | **3,083,260** | 3,883,015 |
| Adjustments for: | | | |
| Depreciation of property, plant and equipment | 4 | **4,002,054** | 3,335,683 |
| Property, plant and equipment written off | 18 | **144,956** | 105,301 |
| Finance costs | | **189,059** | – |
| Gain on disposal of property, plant and equipment | 16 | **(43,511)** | (32,810) |
| Interest income | 16 | **(212,825)** | (157,662) |
| Operating profit before working capital changes | | **7,162,993** | 7,133,527 |
| Changes in working capital: | | | |
| – Inventories | | **(25,580)** | 20,152 |
| – Trade and other receivables | | **150,009** | 449,823 |
| – Deposits and prepayments | | **11,749** | 203,718 |
| – Trade and other payables | | **(801,086)** | (1,023,598) |
| – Deferred lease liabilities | | **–** | 123,189 |
| Cash generated from operations | | **6,498,085** | 6,906,811 |
| Interest received | | **173,187** | 135,003 |
| Income tax paid | 19 | **(530,520)** | (138,147) |
| **Net cash generated from operating activities** | | **6,140,752** | 6,903,667 |
| **Cash Flows from Investing Activities** | | | |
| Proceeds from disposal of property, plant and equipment | | **216,358** | 93,336 |
| Acquisition of property, plant and equipment | | **(2,074,136)** | (3,503,356) |
| Receipt of government grant relating to property, plant and equipment | | **144,318** | – |
| **Net cash used in investing activities** | | **(1,713,460)** | (3,410,020) |
| **Cash Flows from Financing Activities** | | | |
| Principal repayment of lease liabilities | | **(714,910)** | – |
| Dividends paid | 21 | **(662,613)** | (728,874) |
| **Net cash used in financing activities** | | **(1,377,523)** | (728,874) |
| **Net increase in cash and cash equivalents** | | **3,049,769** | 2,764,773 |
| **Cash and cash equivalents** | | | |
| Beginning of financial year | | **19,458,216** | 16,693,443 |
| End of financial year | 11 | **22,507,985** | 19,458,216 |

**Reconciliation of liabilities arising from financing activities**

| | 1 January 2019 $ | Principal payment $ | Non-cash changes: Adoption of SFRS (I) 16 $ | Finance costs $ | Additions $ | Termination $ | **31 December 2019 $** |
|---|---|---|---|---|---|---|---|
| Lease liabilities | 123,189 | (714,910) | 3,488,575 | 189,059 | 257,824 | (30,099) | **3,313,638** |

*The accompanying notes form an integral part of these financial statements.*

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

## 1. GENERAL INFORMATION

Colex Holdings Limited (the "Company") is listed on the Catalist secondary board on the Singapore Exchange and was incorporated as a limited liability company and is domiciled in Singapore. The registered office is located at 541 Orchard Road #16-00, Liat Towers, Singapore 238881.

The principal activities of the Company are that of an investment holding company. The principal place of business is located at 8 Tuas South Street 13, Singapore 637083. The principal activities of its subsidiaries are that of refuse disposal and contract cleaning.

The immediate holding company is Bonvests Holdings Limited, whilst the ultimate holding company is Goldvein Holdings Pte. Ltd.. Both companies are incorporated in Singapore.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

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

The financial statements are presented in Singapore dollars ("$") which is the Company's functional currency. All financial information is presented in Singapore dollars, unless otherwise stated.

The preparation of these financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. There are no areas involving a higher degree of judgement or complexity, or areas where estimates and assumptions are significant to the financial statements.

**Interpretations and amendments to published standards effective in 2019**

On 1 January 2019, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years except for the adoption of SFRS(I) 16 Leases:

**2. SIGNIFICANT ACCOUNTING POLICIES** (Cont'd)

**2.1 Basis of preparation** (Cont'd)

**Interpretations and amendments to published standards effective in 2019** (Cont'd)

**Adoption of SFRS(I) 16 *Leases***

When the Group is the lessee

Prior to the adoption of SFRS(I) 16, non-cancellable operating lease payments were not recognised as liabilities in the statement of financial position. These payments were recognised as rental expenses over the lease term on a straight-line basis.

The Group's accounting policy on leases after the adoption of SFRS(I) 16 is as disclosed in Note 2.13.

On initial application of SFRS(I) 16, the Group has elected to apply the following practical expedients:

(i) For all contracts entered into before 1 January 2019 and that were previously identified as leases under SFRS(I) 1-17 Lease and INT SFRS(I) 4 Determining whether an Arrangement contains a Leases, the Group has not reassessed if such contracts contain leases under SFRS(I) 16; and

(ii) On a lease-by-lease basis, the Group has:

(a) applied a single discount rate to a portfolio of leases with reasonably similar characteristics;
(b) relied on previous assessments on whether leases are onerous as an alternative to performing an impairment review;
(c) accounted for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases;
(d) excluded initial direct costs in the measurement of the right-of-use ("ROU") asset at the date of initial application; and
(e) used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

There were no onerous contracts as at 1 January 2019.

For leases previously classified as operating leases on 1 January 2019, the Group has applied the following transition provisions:

(i) On a lease-by-lease basis, the Group chose to measure its ROU asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of initial application (i.e. 1 January 2019).

(ii) Recognised its lease liabilities by discounting the remaining lease payments as at 1 January 2019 using the incremental borrowing rate for each individual lease or, if applicable, the incremental borrowing rate for each portfolio of leases with reasonably similar characteristic.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

**Interpretations and amendments to published standards effective in 2019** (Cont'd)

**Adoption of SFRS(I) 16 *Leases*** (Cont'd)

When the Group is the lessee (Cont'd)

The effects of adoption of SFRS(I) 16 on the Group's financial statements as at 1 January 2019 are as follows:

| | Increase<br>$ |
|---|---|
| Property, plant and equipment | 3,488,575 |
| Lease liabilities | 3,488,575 |

An explanation of the differences between the operating lease commitments previously disclosed in the Group's financial statements as at 31 December 2018 and the lease liabilities recognised in the balance sheet as at 1 January 2019 are as follows:

| | $ |
|---|---|
| Operating lease commitment disclosed as at 31 December 2018 | 5,256,013 |
| Less: Short-term leases | (380,853) |
| Less: Discounting effect using weighted average incremental borrowing rate of 5.39% | (1,257,965) |
| Less: Discounting effect using weighted average incremental borrowing rate of 4.23% | (5,431) |
| Lease liabilities recognised as at 1 January 2019 | 3,611,764 |

### 2.2 Group accounting

(a) *Subsidiaries*

(i) *Consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances. Information on its subsidiaries is disclosed in Note 7.

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

**2. SIGNIFICANT ACCOUNTING POLICIES** (Cont'd)

**2.2 Group accounting** (Cont'd)

*(a) Subsidiaries* (Cont'd)

*(i) Consolidation* (Cont'd)

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

*(ii) Acquisition*

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

*(iii) Disposal*

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.2 Group accounting (Cont'd)

(a) *Subsidiaries* (Cont'd)

(iii) *Disposal* (Cont'd)

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit and loss.

Please refer to the paragraph "Investments in subsidiaries" for the accounting policy on investments in subsidiaries in the separate financial statement of the Company.

(b) *Transactions with non-controlling interests*

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

### 2.3 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit and loss.

### 2.4 Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives as follows:

| | Useful lives |
|---|---|
| Leasehold land, building, site improvements and properties | Over remaining lease period |
| Plant, equipment and containers | 5 – 10 years |
| Office furniture and equipment | 3 – 5 years |
| Motor vehicles | 5 – 10 years |

The depreciation methods, estimated useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date as a change in estimates. The effects of any revision are recognised in profit and loss when the changes arise.

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.4 Property, plant and equipment and depreciation (Cont'd)

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is 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.

The projected cost of dismantlement and restoration is also recognised as part of the cost of property, plant and equipment if the obligation for the dismantlement and restoration is incurred as a consequence of either acquiring the asset or using the asset for purpose other than to produce inventories.

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit and loss when incurred.

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit and loss within "other income" or "other expenses".

### 2.5 Financial assets

*(a) Classification and measurement*

The Group classifies its financial assets as financial assets recognised at amortised cost. The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

*At initial recognition*

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

*At subsequent measurement*

Debt instruments mainly comprise of cash and cash equivalents and trade and other receivables. Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

# NOTES TO
# THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.5 Financial assets (Cont'd)

*(b) Impairment*

The Group assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 27(c) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables and income receivable, the Group applies the simplified approach permitted by the SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

*(c) Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit and loss.

### 2.6 Inventories

Inventories which principally comprise consumables and bins to be consumed in the rendering of services, are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis, and includes all costs in bringing the inventories to their present location and condition.

Provision is made for obsolete, slow-moving and defective inventories in arriving at the net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

### 2.7 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value.

### 2.8 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.9 Dividends

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

### 2.10 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

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

### 2.11 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

### 2.12 Provision

A provision is recognised when the Company and the Group have a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Present obligations arising from onerous contracts are recognised as provisions.

The provision for dismantlement and restoration is based on the best estimate of the expenditure required to settle the obligation, taking into consideration time value of money. Changes in the estimated timing or amount of the expenditure or discount rate for asset dismantlement, removal and restoration costs are adjusted against the cost of the related property, plant and equipment, unless the decrease in the liability exceeds the carrying amount of the asset or the asset has reached the end of its useful life. In such cases, the excess of the decrease over the carrying amount of the asset or the changes in the liability is recognised in profit or loss immediately.

The directors review the provision annually and where in their opinion, the provision is inadequate or excessive, due adjustment is made.

If the effect of the time value of money is material, provision is discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of the time is recognised as finance costs.

# NOTES TO
# THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.13 Leases

(a) The accounting policy for leases before 1 January 2019 are as follows:

(i) *When the Group is the lessee*

- *Lessee – Finance leases*

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised on the statement of financial position as property, plant and equipment and borrowings respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance costs and the reduction of the outstanding lease liability. The finance costs is recognised in profit or loss on a basis that reflects a constant periodic rate of interest on the finance lease liability.

The leased assets are depreciated on a straight-line basis over their estimated useful lives as detailed in the accounting policy on "Property, plant and equipment".

- *Lessee – Operating leases*

Leases where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

Penalty payments on early termination, if any, are recognised in the profit or loss when incurred.

(ii) *When the Group is the lessor*

- *Lessor – Operating leases*

Leases where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.13 Leases (Cont'd)

(b) The accounting policy for leases from 1 January 2019 are as follows:

(i) *When the Group is the lessee*

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract convey the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment".

- Lease liabilities

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

– Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
– Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
– Amount expected to be payable under residual value guarantees;
– The exercise price of a purchase option if is reasonably certain to exercise the option; and
– Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.13 Leases (Cont'd)

(b) The accounting policy for leases from 1 January 2019 are as follows: (Cont'd)

(i) *When the Group is the lessee* (Cont'd)

- Lease liabilities (Cont'd)

  For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

  Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

  – There is a change in future lease payments arising from changes in an index or rate;
  – There is a changes in the Group's assessment of whether it will exercise an extension option; or
  – There are modification in the scope or the consideration of the lease that was not part of the original term.

  Lease liability is remeasured with a corresponding adjustment to the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short term and low value leases

  The Group has elected to not recognised right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(ii) *When the Group is the lessor*

The accounting policy applicable to the Group as a lessor in the comparative period were the same under SFRS(I) 16 except when the Group is an intermediate lessor.

In classifying a sublease, the Group as an intermediate lessor classifies the sublease as a finance or an operating lease with reference to the right-of-use asset arising from the head lease, rather than the underlying asset.

**2. SIGNIFICANT ACCOUNTING POLICIES** (Cont'd)

**2.13 Leases** (Cont'd)

(b) The accounting policy for leases from 1 January 2019 are as follows: (Cont'd)

*(ii) When the Group is the lessor* (Cont'd)

When the sublease is assessed as a finance lease, the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and recognised the net investment in the sublease within "Trade and other receivables". Any differences between the right-of-use asset derecognised and the net investment in sublease is recognised in profit or loss. Lease liability relating to the head lease is retains in the balance sheet, which represents the lease payments owed to the head lessor.

When the sublease is assessed as an operating lease, the Group recognise lease income from sublease in profit or loss within "Other income". The right-of-use asset relating to the head lease is not derecognised.

For contract which contains lease and non-lease components, the Group allocates the consideration based on a relative stand-alone selling price basis.

**2.14 Income taxes**

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the date of the financial position; and

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.14 Income taxes (Cont'd)

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the date of the financial position, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in the profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

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 the deferred income taxes relate to the same fiscal authority.

### 2.15 Employee benefits

*(a) Defined contribution plans*

The Company and the Group participate in the defined contribution national pension schemes as provided by the laws of the countries in which it has operations. In particular, the Singapore incorporated companies in the Group contribute to the Central Provident Fund, a defined contribution plan regulated and managed by the Government of Singapore, which applies to the majority of the employees. The contributions to national pension schemes are charged to the profit or loss in the period to which the contributions relate. The Group has no further payment obligations once the contributions have been paid.

*(b) Employee leave entitlements*

Employee entitlements to annual leave are recognised as and when they become entitled to employees. Accrual is made for the unconsumed leave as a result of services rendered by employees up to the end of the reporting period.

*(c) Key management personnel*

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors (and certain managers) are considered key management personnel.

### 2.16 Impairment of non-financial assets

*Property, plant and equipment*
*Investments in subsidiaries*

Property, plant and equipment and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

**2. SIGNIFICANT ACCOUNTING POLICIES** (Cont'd)

**2.16 Impairment of non-financial assets** (Cont'd)

*Property, plant and equipment* (Cont'd)
*Investments in subsidiaries* (Cont'd)

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also recognised in profit or loss.

**2.17 Revenue recognition**

The Group provides waste disposal services and contract cleaning services. Sales are recognised in the accounting period in which the services are rendered. For recurring service contracts, revenue is recognised over time as the services are provided. The stage of completion is determined based on the output method (time lapsed) which commensurate with the pattern of transfer of provision of services to the customers. Revenue from ad-hoc cleaning services is recognised at a point in time, based on the price specified in the contract, as and when the services are rendered.

The customers are invoiced monthly. No element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice.

**2.18 Other income**

*(a) Interest income*

Interest income is recognised on a time-apportioned basis using the effective interest rate method.

*(b) Operating lease income*

Operating lease income is recognised on straight-line basis over the lease term.

*(c) Government grants*

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

# NOTES TO
# THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.18 Other income (Cont'd)

*(c)* *Government grants* (Cont'd)

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

### 2.19 Functional currencies

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements of the Company and the Group are presented in Singapore dollars, which is also the functional currency of the Company.

### 2.20 Operating segments

For management purposes, operating segments are organised based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers are directly accountable to the Board of Directors who regularly reviews the segment results in order to allocate resources to the segments and to assess segment performance.

## 3. REVENUE

Disaggregation of revenue from contracts with customers:

The Group derives revenue from the transfer of services over time and at a point in time in the following major service lines.

| | Over time | At a point in time | Total |
|---|---|---|---|
| | $ | $ | $ |
| 2019 | | | |
| Waste disposal | **38,397,331** | **–** | **38,397,331** |
| Contract cleaning | **27,892,913** | **556,762** | **28,449,675** |
| | **66,290,244** | **556,762** | **66,847,006** |
| 2018 | | | |
| Waste disposal | 37,407,158 | – | 37,407,158 |
| Contract cleaning | 31,516,917 | 376,892 | 31,893,809 |
| | 68,924,075 | 376,892 | 69,300,967 |

## 4. PROPERTY, PLANT AND EQUIPMENT

| The Group | Leasehold land, building, site improvement and properties | Plant, equipment and containers | Office furniture and equipment | Motor vehicles | Total |
|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ |
| Cost | | | | | |
| At 1 January 2018 | 6,289,725 | 11,990,293 | 325,043 | 15,642,756 | 34,247,817 |
| Additions | 70,438 | 1,329,512 | 18,264 | 2,085,142 | 3,503,356 |
| Disposals | – | (22,392) | – | (1,177,118) | (1,199,510) |
| Write-off | – | (399,309) | (40,715) | (73,266) | (513,290) |
| At 31 December 2018 | 6,360,163 | 12,898,104 | 302,592 | 16,477,514 | 36,038,373 |
| Additions | **257,824** | **1,148,905** | **3,480** | **777,433** | **2,187,642** |
| Adoption of SFRS(I) 16 | **3,482,098** | **–** | **6,477** | **–** | **3,488,575** |
| Disposals | **(98,252)** | **(35,765)** | **–** | **(1,349,284)** | **(1,483,301)** |
| Write-off | **–** | **(603,816)** | **(11,011)** | **–** | **(614,827)** |
| **At 31 December 2019** | **10,001,833** | **13,407,428** | **301,538** | **15,905,663** | **39,616,462** |
| Accumulated depreciation | | | | | |
| At 1 January 2018 | 1,389,378 | 6,189,390 | 258,646 | 7,478,270 | 15,315,684 |
| Depreciation | 383,804 | 1,384,659 | 36,814 | 1,530,406 | 3,335,683 |
| Disposals | – | (22,166) | – | (1,116,818) | (1,138,984) |
| Write-off | – | (297,340) | (39,359) | (71,290) | (407,989) |
| At 31 December 2018 | 1,773,182 | 7,254,543 | 256,101 | 7,820,568 | 17,104,394 |
| Depreciation | **1,014,689** | **1,390,659** | **28,453** | **1,568,253** | **4,002,054** |
| Disposals | **(69,433)** | **(34,818)** | **–** | **(1,176,104)** | **(1,280,355)** |
| Write-off | **–** | **(459,107)** | **(10,764)** | **–** | **(469,871)** |
| **At 31 December 2019** | **2,718,438** | **8,151,277** | **273,790** | **8,212,717** | **19,356,222** |
| Net book value | | | | | |
| **At 31 December 2019** | **7,283,395** | **5,256,150** | **27,749** | **7,692,946** | **20,260,240** |
| At 31 December 2018 | 4,586,981 | 5,643,561 | 46,491 | 8,656,946 | 18,933,979 |

The leasehold land, building and site improvements relate to a single storey detached factory on the leasehold land with an area of 8,854 square metres at 8 Tuas South Street 13.

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 5(a).

# NOTES TO
# THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 5. LEASES – THE GROUP AS A LESSEE

**Nature of the Group's leasing activities**

**Leasehold land and properties**

The Group leases industrial space, office space and apartments for the purpose of waste management operations and workers' accommodation respectively.

**Office equipment**

The Group leases office equipment for operation purposes.

(a) *Carrying amounts*

ROU assets classified within property, plant and equipment

| | **31 December 2019 $** | 1 January 2019 $ |
|---|---|---|
| Leasehold land and properties | **3,081,336** | 3,482,098 |
| Office equipment | **1,295** | 6,477 |
| | **3,082,631** | 3,488,575 |

(b) *Depreciation charge during the year*

| | **2019 $** |
|---|---|
| Leasehold land and properties | **629,767** |
| Office equipment | **5,182** |
| | **634,949** |

(c) *Finance cost*

| | |
|---|---|
| Finance cost on lease liabilities | **189,059** |

(d) *Lease expense not capitalised in lease liabilities*

| | |
|---|---|
| Lease expense – short-term leases | **666,786** |

The short-term lease expense relates to properties leased for staff accommodation which are classified under staff costs (Note 17).

## 5. LEASES – THE GROUP AS A LESSEE (Cont'd)

**Nature of the Group's leasing activities** (Cont'd)

**Office equipment** (Cont'd)

(e) Total cash outflow for all leases in 2019 was $1,381,696.

(f) Additions of ROU assets during the financial year 2019 was $257,824.

(g) The leases for certain properties contain extension periods, for which the related lease payments had not been included in lease liabilities as the Group is not reasonably certain to exercise these extension option. As at 31 December 2019, potential future (undiscounted) cash outflows for these leases amounted to $315,600. The Group negotiates extension options to optimise operational flexibility in terms of managing the assets used in the Group's operations. The extension options are exercisable by the Group and not by the lessor.

## 6. LEASES – THE GROUP AS A LESSOR

**Nature of the Group's leasing activities – Group as an intermediate lessor**

Sublease – *classified as operating leases*

The Group acts as an intermediate lessor under arrangement in which it sub-lease industrial space to a related company for monthly lease payments. The lease is classified as an operating lease because the risk and rewards incidental to the ownership of the assets are not substantially transferred.

Rental income from their industrial space is disclosed in Note 16.

Income from subleasing the industrial space recognised during the financial year 2019 was $21,314 (2018: $20,696).

Undiscounted lease payments from the operating leases to be received after the reporting date are as follows:

| | **31 December 2019** | 1 January 2019 |
|---|---|---|
| | **$** | $ |
| Less than one year | **5,309** | 5,155 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 7. INVESTMENTS IN SUBSIDIARIES

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Company | | |
| *Unquoted equity investments, at cost* | | |
| *At beginning and end of the financial year* | **4,588,705** | 4,588,705 |

The Group has the following subsidiaries as at 31 December 2019 and 2018:

| Name | Principal activities | Place of incorporation/ and operation | Proportion of ownership interest and voting right held by the Group | |
|---|---|---|---|---|
| | | | **2019** | 2018 |
| | | | **%** | % |
| Held by the Company | | | | |
| Integrated Property Management Pte Ltd* | Contract cleaning | Singapore | **100** | 100 |
| Colex Environmental Pte Ltd* | Refuse disposal | Singapore | **100** | 100 |
| Juz Clean Pte Ltd* | General cleaning | Singapore | **100** | 100 |

* Audited by PricewaterhouseCoopers LLP, Singapore

## 8. INVENTORIES

| | **2019** | 2018 |
|---|---|---|
| The Group | **$** | $ |
| Inventories, at cost | | |
| Bins and consumables | **140,793** | 115,213 |

The cost of inventories and consumables recorded as an expense amounted to $1,176,892 (2018: $1,277,010).

## 9. TRADE AND OTHER RECEIVABLES

| | The Company | | The Group | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | **$** | $ | **$** | $ |
| Trade receivables | | | | |
| – Third parties | **–** | – | **10,229,736** | 10,347,661 |
| Income receivable | **–** | – | **690,395** | 719,370 |
| Less: Loss allowance | **–** | – | **(55,030)** | (40,793) |
| Net trade receivables | **–** | – | **10,865,101** | 11,026,238 |
| Interest receivable | **–** | – | **129,308** | 89,670 |
| Amounts owing by subsidiaries (non- trade) | **8,372,000** | 8,372,000 | **–** | – |
| Staff advance | **–** | – | **3,600** | 2,715 |
| Net GST receivables | **2,680** | 1,398 | **2,680** | 1,398 |
| Sundry receivables | **–** | – | **10,139** | 1,178 |
| Net other receivables | **8,374,680** | 8,373,398 | **145,727** | 94,961 |
| Total | **8,374,680** | 8,373,398 | **11,010,828** | 11,121,199 |

Net trade receivables for the Group and the Company as at 1 January 2018 amounted to $11,224,786 and nil respectively.

Trade receivables are normally on a 30 days payment terms. The Group has not identified any specific concentrations of credit risk as the amounts represent a large number of receivables spread over a number of customers.

Income receivable represents unbilled trade receivable arising from services being rendered at year end.

The amounts owing by subsidiaries (non-trade) represent advances which are unsecured, interest-free and repayable upon demand.

Sundry receivables represent mainly miscellaneous receivables from insurance claims and other reimbursements.

Further details of credit risk on trade and other receivables are disclosed in Note 27(c).

## 10. DEPOSITS AND PREPAYMENTS

| | The Company | | The Group | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | **$** | $ | **$** | $ |
| Rental, utilities and other deposits | **150** | 150 | **131,906** | 159,757 |
| Prepayment of subscriptions and other expenses | **2,700** | 2,700 | **206,390** | 190,288 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 11. CASH AND CASH EQUIVALENTS

| | The Company | | The Group | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | **$** | $ | **$** | $ |
| Cash | **–** | – | **3,646** | 3,324 |
| Bank balances | **2,808,818** | 2,736,094 | **9,312,437** | 7,935,982 |
| Fixed deposits | **–** | – | **13,191,902** | 11,518,910 |
| | **2,808,818** | 2,736,094 | **22,507,985** | 19,458,216 |

The fixed deposits have an average maturity of 5.02 months (31 December 2018 – 5.1 months) from the end of the financial year and the average effective interest rate is 1.849% (31 December 2018 – 1.249%) per annum for the Group. Fixed deposits are also recallable on demand by the Group based on the cash flows requirements of the Group without incurring significant penalties and interest loss.

## 12. SHARE CAPITAL

| | No. of ordinary shares | | Amount | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | | | **$** | $ |
| The Group and The Company | | | | |
| Issued and fully paid, with no par value | | | | |
| Balance at beginning and at end of financial year | **132,522,560** | 132,522,560 | **14,523,504** | 14,523,504 |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

## 13. PROVISION

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Group | | |
| Provision for dismantlement and restoration cost: | | |
| Balance at beginning and at end of financial year | **740,000** | 740,000 |

A provision for dismantlement and restoration cost is recognised for the expected costs associated with restoring the leasehold land on expiry of lease on 30 November 2030 from JTC Corporation to its original condition based on the requirements of the lease contract. Provision for dismantlement and restoration cost is the present value of the estimated costs of dismantlement, removal and restoration to be incurred for the leasehold land at 8 Tuas South Street 13 (Note 4), which is obtained from a third-party contractor. The Group assumed that the leased land will be restored using technology and materials that are currently available.

## 14. DEFERRED TAX LIABILITIES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the statement of financial position as follows:

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Group | | |
| Deferred tax assets | **(612,171)** | (132,504) |
| Deferred tax liabilities | **2,419,880** | 1,901,567 |
| | **1,807,709** | 1,769,063 |

Movements in deferred tax liabilities during the financial year are as follows:

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Group | | |
| Balance at beginning of financial year | **1,769,063** | 1,123,928 |
| Tax charged to profit and loss (Note 19) | | |
| – current year | **21,890** | 199,066 |
| – under provision in previous years | **16,756** | 446,069 |
| Balance at end of financial year | **1,807,709** | 1,769,063 |

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) is as follows:

| | Provision for unutilised leave | Unutilised capital allowances | Lease liabilities | Total |
|---|---|---|---|---|
| | $ | $ | $ | $ |
| **Deferred income tax assets** | | | | |
| The Group | | | | |
| At 1 January 2018 | (44,283) | (487,978) | – | (532,261) |
| Charged to profit and loss | 4,694 | 395,063 | – | 399,757 |
| At 31 December 2018 | (39,589) | (92,915) | – | (132,504) |
| Adjustment on adoption of SFRS(I) 16 | **–** | **–** | **(593,058)** | **(593,058)** |
| Credited/(charged) to profit and loss | **(4,147)** | **92,915** | **24,623** | **113,391** |
| **At 31 December 2019** | **(43,736)** | **–** | **(568,435)** | **(612,171)** |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 14. DEFERRED TAX LIABILITIES (Cont'd)

| | Accelerated tax depreciation<br>$ |
|---|---|
| **Deferred income tax liabilities** | |
| The Group | |
| At 1 January 2018 | 1,656,189 |
| Charged to profit and loss | 245,378 |
| At 31 December 2018 | 1,901,567 |
| Adjustment on SFRS(I) 16 | 593,058 |
| Credited to profit and loss | (74,745) |
| **At 31 December 2019** | **2,419,880** |

## 15. TRADE AND OTHER PAYABLES

| | The Company | | The Group | |
|---|---|---|---|---|
| | **2019**<br>**$** | 2018<br>$ | **2019**<br>**$** | 2018<br>$ |
| Trade payables | **–** | – | **1,602,539** | 1,480,699 |
| Net GST payable | **–** | – | **631,032** | 649,289 |
| Deposits received | **–** | – | **129,879** | 123,669 |
| Accrued operating expenses | **22,350** | 40,496 | **2,330,219** | 2,710,332 |
| Others | **–** | – | **39,886** | 570,652 |
| | **22,350** | 40,496 | **4,733,555** | 5,534,641 |

Trade payables are generally on a 30 days credit terms.

Further details of liquidity risk on trade and other payables are disclosed in Note 27(d).

## 16. OTHER INCOME

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Group | | |
| Rental income | **21,314** | 20,696 |
| Interest income on fixed deposits/current account | **212,825** | 157,662 |
| Government grants: | | |
| – Skills Development Fund | **66,812** | 101,487 |
| – Employment Credit Schemes | **840,816** | 1,078,848 |
| – Work Pro Grant | **–** | 49,152 |
| Gain from disposal of property, plant and equipment | **43,511** | 32,810 |
| Late payment charges | **41,830** | 39,034 |
| Other income | **27,183** | 50,348 |
| | **1,254,291** | 1,530,037 |

Included in gain from disposal of property, plant and equipment is an amount relating to the termination of lease liabilities of $30,099 for a right-of-use asset.

Included in government grants are the following:

(a) The Skills Development Fund are grants introduced to support workforce upgrading programmes and to provide training grants to employers when they send their employees to attend training. The fund is administrated by the SkillsFuture Singapore Agency (SSG).

(b) Employment Credit Schemes consist of the Special Employment Credit, Temporary Employment Credit Scheme and Wage Credit Scheme.

- The Special Employment Credit are cash grants introduced in the Singapore Budget 2011 to encourage employers to attract and retain older low-wage Singaporeans. The amount an employer can receive depends on the fulfillment of certain conditions under the scheme.

- The Wage Credit Scheme is a 3-year scheme that was introduced in the Singapore Budget 2013 (extended in Budget 2015 for 2 years up to year 2018 and further extended in Budget 2019 for 3 more years up to year 2020) to help businesses alleviate business costs in a tight labour market. The Wage Credit will be paid to eligible employers for wage increases between 2013 and 2020.

- The Temporary Employment Credit Scheme is a 3-year scheme that was introduced in the Singapore Budget 2014 to help businesses cope with higher wage costs arising from higher employer CPF contributions. The Temporary Employment Credit will be paid to eligible employers between 2015 and 2018.

(c) WorkPro Grant is introduced by government for 3 years effective from 1 July 2016 to 30 June 2019 is to encourage employers to implement age-friendly practices to create inclusive workplaces that support the employment and employability of older workers. One of the grant under WorkPro Grant is the Job Redesign Grant which provides companies funding support to create physically easier, safer and smarter jobs for older workers.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 17. STAFF COSTS

| | 2019 $ | 2018 $ |
|---|---|---|
| The Group | | |
| Directors' remuneration | | |
| – salaries and related costs | **199,317** | 211,451 |
| – CPF contributions | **7,576** | 7,567 |
| | **206,893** | 219,018 |
| Key management personnel other than directors | | |
| – salaries and related costs | **868,716** | 1,072,390 |
| – CPF contributions | **65,221** | 83,929 |
| | **933,937** | 1,156,319 |
| Other than directors and key management personnel | | |
| – salaries and related costs | **27,296,228** | 28,904,321 |
| – CPF contributions | **2,671,073** | 2,787,129 |
| | **29,967,301** | 31,691,450 |
| | **31,108,131** | 33,066,787 |

## 18. OTHER EXPENSES

| | 2019 $ | 2018 $ |
|---|---|---|
| The Group | | |
| Dumping fees | **20,257,078** | 19,925,407 |
| Distillate fees | **1,343,038** | 1,263,334 |
| Service agency fees | **1,621,576** | 1,542,863 |
| Rental expenses | **–** | 511,288 |
| Subcontractor fees | **1,519,155** | 2,569,015 |
| Repair and maintenance | **1,281,413** | 1,270,137 |
| Parts purchased | **159,266** | 167,240 |
| Upkeep expense | **203,971** | 185,499 |
| Insurance | **240,148** | 149,432 |
| Transportation | **64,545** | 83,148 |
| Utilities | **175,746** | 164,477 |
| Service expense | **179,928** | 208,201 |
| Container & Compactor Maintenance | **118,401** | 85,678 |
| Road tax | **18,037** | 2,828 |
| Property tax | **77,500** | 77,500 |
| Directors' fee | **50,000** | 50,000 |
| Legal and professional fee | **155,927** | 137,751 |
| Audit fee | | |
| – Auditor of the Company | **66,000** | 65,000 |
| – Other auditors | **9,100** | 9,100 |
| Non-audit fee | | |
| – Auditor of the Company | **23,980** | 30,770 |
| Bank charges | **72,622** | 82,605 |
| Office supplies | **97,026** | 108,613 |
| Property, plant and equipment written off | **144,956** | 105,301 |
| Others | **619,466** | 453,023 |
| | **28,498,879** | 29,248,210 |

## 19. INCOME TAX EXPENSE

### (a) Income tax expense

| | 2019<br>$ | 2018<br>$ |
|---|---|---|
| The Group | | |
| Current taxation | **555,962** | 546,491 |
| Deferred taxation (Note 14) | **21,890** | 199,066 |
| | **577,852** | 745,557 |
| (Over)/under provision in respect of prior years | | |
| – current taxation | **2** | (539,642) |
| – deferred taxation (Note 14) | **16,756** | 446,069 |
| | **16,758** | (93,573) |
| | **594,610** | 651,984 |

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on profits as a result of the following:

| | 2019<br>$ | 2018<br>$ |
|---|---|---|
| The Group | | |
| Profit before taxation | **3,083,260** | 3,883,015 |
| Tax at statutory rate of 17% (2018 – 17%) | **524,154** | 660,113 |
| Tax effect on: | | |
| – Expenses not deductible for tax | **114,722** | 119,238 |
| – Income not subjected to tax | **(398)** | (606) |
| – Singapore statutory stepped income exemption | **(39,799)** | (29,651) |
| – Under/(Over) provision of tax in respect of prior years | **16,758** | (93,573) |
| – Utilisation of previously unrecognised deferred tax asset | **(20,942)** | – |
| – Tax rebate | **–** | (10,575) |
| – Others | **115** | 7,038 |
| | **594,610** | 651,984 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 19. INCOME TAX EXPENSE (Cont'd)

### (b) Movement of current tax payable

| | 2019 | 2018 |
|---|---|---|
| | $ | $ |
| The Group | | |
| Beginning of financial year | 546,493 | 677,791 |
| Income tax paid | (530,520) | (138,147) |
| Tax expense | 555,962 | 546,491 |
| Under/(Over) provision in prior financial years | 2 | (539,642) |
| End of financial year | 571,937 | 546,493 |

## 20. EARNINGS PER SHARE

The earnings per share is calculated based on the consolidated profit attributable to owners of the parent divided by the weighted average number of shares in issue of 132,522,560 (2018: 132,522,560 shares) during the financial year.

For the purpose of calculating diluted earnings per share, profit attributable to owners of the parent of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential shares. As there are no dilutive potential ordinary shares that were outstanding during the year, the basic earnings per share is the same as the diluted earnings per share.

| | 2019 | 2018 |
|---|---|---|
| | Cents | Cents |
| The Group | | |
| Basic and diluted earnings per share | 1.88 | 2.44 |

## 21. DIVIDENDS

| | 2019 | 2018 |
|---|---|---|
| | $ | $ |
| The Group and The Company | | |
| Ordinary dividends paid | | |
| – final tax-exempt (one-tier) dividend paid in respect of the previous financial year of 0.50 cents (2018 – 0.55 cents) per share | 662,613 | 728,874 |

At the forthcoming Annual General Meeting, a final tax-exempt (one-tier) ordinary dividend of 0.45 cents per share amounting to $596,352 will be proposed. These financial statements do not reflect this dividend payable, which will be accounted for as a reduction in equity as a distribution of retained profits in the financial year ending 31 December 2020.

The payment of this dividend will not have any tax consequences for the Group.

## 22. RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the following are significant transactions with related parties at agreed rates:

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Group | | |
| With companies in which a director of the Company has interest | | |
| – Contract cleaning revenue | **201,504** | 199,960 |
| – Waste disposal revenue | **31,560** | 31,560 |
| – Operating lease income | **21,314** | 20,696 |
| With fellow subsidiaries | | |
| – Contract cleaning revenue | **996,195** | 979,152 |
| – Waste disposal revenue | **125,524** | 126,084 |
| – Food and beverages expenses | **3,101** | 1,791 |
| – Web-hosting expenses | **240** | 240 |
| With a director of the Company | | |
| – Contract cleaning revenue | **12,800** | 8,000 |

## 23. OPERATING LEASE INCOME

The Group leases out part of its office premise to a related company under non-cancellable operating leases.

The future minimum lease receivables under non-cancellable operating leases contracted for at the statement of financial position date but not recognised as receivables, are as follows:

| | 2018 |
|---|---|
| | $ |
| Lease which expires: | |
| Not later than one year | 5,155 |

On 1 January 2019, the Company had adopted SFRS (I) 16 and the undiscounted lease payments from the operating leases to be received after 31 December 2019 is disclosed in Note 6.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 24. COMMITMENTS

### (a) Capital commitments

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Group | | |
| Capital expenditure contracted but not provided for in the financial statements – Property, plant and equipment | **25,560** | 22,000 |

### (b) Operating lease commitments (non-cancellable)

The Group leases land, office premises, staff accommodation and office equipment from non-related parties under non-cancellable operating lease agreements.

As at 31 December 2018, the future minimum lease payables under non-cancellable operating leases contracted for at the statement of financial position date but not recognised as liabilities, are as follows:

| | 2018 |
|---|---|
| | $ |
| The Group | |
| Not later than one year | 955,697 |
| Later than one year and not later than five years | 1,471,603 |
| Later than five years | 2,828,713 |
| | 5,256,013 |

As disclosed in Note 2.1, the Company has adopted SFRS(I) 16 on 1 January 2019. These lease payments have been recognised as ROU assets and lease liabilities on the statement of financial position as at 31 December 2019, except for short-term leases.

## 25. CONTINGENT LIABILITIES

The Company has given letter of financial support to one of its subsidiary, Colex Environmental Pte. Ltd. with aggregate net current liabilities of $1,676,186 as at 31 December 2019 (2018 – $3,569,852) to enable them to continue to operate as a going concern and to meet their respective obligations as and when they fall due.

## 26. OPERATING SEGMENTS

**(a)** For management purposes, the Group is organised into the following reportable operating segments as follows:

(1) the waste disposal activities consist of provision of waste disposal services for domestic waste, commercial waste and industrial waste, sale and rental of equipment to customers and repair of waste compactors; and

(2) the contract cleaning includes provision of cleaning services.

Except as indicated above, there are no operating segments that have been aggregated to form the above reportable operating segments.

The directors of the Company monitor the operating results of its operating segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit and loss and is measured consistently with operating profit and loss in the consolidated financial statements.

Sales between operating segments are carried out at arm's length. The revenue from external parties reported to the management is measured in a manner consistent with that in statement of comprehensive income.

| The Group | Waste disposal<br>$ | Contract cleaning<br>$ | Others<br>$ | Total<br>$ |
|---|---|---|---|---|
| **31 December 2019** | | | | |
| **Revenue** | | | | |
| External sales | **38,397,331** | **28,449,675** | **–** | **66,847,006** |
| **Result** | | | | |
| Segment result | **531,453** | **2,773,384** | **(245,343)** | **3,059,494** |
| Interest income | **–** | **212,716** | **109** | **212,825** |
| Finance costs | **(173,380)** | **(15,679)** | **–** | **(189,059)** |
| Profit before taxation | **358,073** | **2,970,421** | **(245,234)** | **3,083,260** |
| Income tax expense | **(77,457)** | **(517,151)** | **(2)** | **(594,610)** |
| Profit after taxation from ordinary activities | **280,616** | **2,453,270** | **(245,236)** | **2,488,650** |
| **Other information** | | | | |
| Segment assets | **28,853,737** | **22,590,057** | **2,814,348** | **54,258,142** |
| Segment liabilities | **8,256,185** | **2,888,302** | **72,352** | **11,216,839** |
| Capital expenditure | **1,767,848** | **161,970** | **–** | **1,929,818** |
| Depreciation of property, plant and equipment | **3,343,195** | **658,859** | **–** | **4,002,054** |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

**26. OPERATING SEGMENTS** (Cont'd)

**(a)** For management purposes, the Group is organised into the following reportable operating segments as follows: (Cont'd)

| The Group | Waste disposal $ | Contract cleaning $ | Others $ | Total $ |
|---|---|---|---|---|
| 31 December 2018 | | | | |
| **Revenue** | | | | |
| External sales | 37,407,158 | 31,893,809 | – | 69,300,967 |
| **Result** | | | | |
| Segment result | 471,677 | 3,475,837 | (222,106) | 3,725,408 |
| Interest income | 12,972 | 144,632 | 58 | 157,662 |
| Finance costs | (55) | – | – | (55) |
| Profit before taxation | 484,594 | 3,620,469 | (222,048) | 3,883,015 |
| Income tax expense | (638,325) | (13,657) | (2) | (651,984) |
| Profit after taxation from ordinary activities | (153,731) | 3,606,812 | (222,050) | 3,231,031 |
| **Other information** | | | | |
| Segment assets | 25,925,539 | 21,312,770 | 2,740,343 | 49,978,652 |
| Segment liabilities | 5,608,603 | 3,064,285 | 90,498 | 8,763,386 |
| Capital expenditure | 3,399,883 | 103,473 | – | 3,503,356 |
| Depreciation of property, plant and equipment | 3,029,164 | 306,519 | – | 3,335,683 |

**(b) Geographical segments**

The Group currently operates solely in Singapore.

**(c) Segment revenue and expense**

All segment revenue and expense are directly attributable to the segments. There is no revenue from transactions with a single external customer that amounts to 10 per cent or more of the Group's revenues.

**(d) Segment assets and liabilities**

Segment assets include all operating assets used by a segment and consist principally of cash, receivables, inventory and property, plant and equipment, net of allowances and provisions. Segment liabilities include all operating liabilities and consist principally of trade and other payables.

**(e) Inter-segment transfers**

Segment revenue, segment expenses and segment result include transfer between business segments. Such transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods. Those transfers are eliminated on consolidation.

## 27. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Board of Directors meets periodically to analyse and formulate measures to manage the Company's and the Group's exposure to market risk, including changes in interest rates. Generally, the Company and the Group employ a conservative strategy regarding its risk management. As the Company's and the Group's exposure to market risk is kept at a minimum level, the Company and the Group have not used any derivatives or other instruments for hedging purposes. The Company and the Group do not hold or issue derivative financial instruments for trading purposes.

The Company and the Group are exposed to financial risks arising from its operations and the use of financial instruments. The Group's activities expose it to credit risk, liquidity risk and interest rate risk.

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

As at 31 December 2019, the Company's and the Group's financial instruments mainly consisted of cash and cash equivalents, receivables and payables.

### (a) Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Company's and the Group's operational activities are mainly carried out in Singapore dollars which is the functional currency. There is insignificant exposure to any risk arising from movements in foreign currency exchange rates.

### (b) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Company's and the Group's exposure to movements in market interest rates relate primarily from fixed term deposits placed with financial institutions. The Company has no policy to hedge against interest rate risk.

The Company and the Group are not exposed to any cash flows interest rate risk as it does not have any monetary financial instruments with variable interest rates.

### (c) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Company or the Group to incur a financial loss. The Company's and the Group's exposure to credit risk arises primarily from trade and other receivables. For trade receivables, the Company and the Group adopt the policy of dealing only with customers of appropriate credit history and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Company and the Group adopt the policy of dealing only with high credit quality counterparties.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 27. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

### (c) Credit risk (Cont'd)

The Company's and the Group's objective is to seek continual growth while minimising losses incurred due to increased credit risk exposure.

Credit assessment of each debtor is performed by management based on an evaluation of the payment history and credit profile of the debtor. Where applicable, credit exposure to an individual counterparty will be restricted by approved credit limits. The counterparty's payment profile and credit exposure are continuously monitored at the Company and at Group level by respective management. The Group's trade receivables comprise of 26 (2018 – 29 debtors) which represented 60% of trade receivables. At the Company level, there is no credit risk exposure as its balances are with subsidiary companies and management does not expect issues with collections based on past collection history.

As the Company and Group do not hold collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

The Company's and the Group's major classes of financial assets are trade and other receivables and bank deposits. Cash is held with reputable financial institutions and subjected to immaterial credit loss.

The movements in credit loss allowance are as follows:

| | **2019** | 2018 |
|---|---|---|
| | **$** | $ |
| The Group | | |
| Balance as at 1 January 2019 under SFRS(I) 9 | **40,793** | 103,252 |
| Write back of unutilised amount | **–** | (23,818) |
| Changes in credit risk | **43,022** | 44,062 |
| Receivables written off as uncollectible | **(28,785)** | (82,703) |
| Balance as at 31 December 2019 | **55,030** | 40,793 |

The impaired trade receivables comprise mainly numerous long overdue inactive debtors of individually insignificant amounts for which the directors of the Company and the Group are of the opinion that the debts are not recoverable.

*(i) Other financial assets at amortised cost*

As disclosed in Notes 9 and 10, financial assets at amortised cost of the Company and the Group comprise of interest receivable, amounts owing by subsidiaries (non-trade), staff advance, sundry receivables, rental, utilities and other deposits which are subjected to immaterial credit losses.

## 27. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

### (c) Credit risk (Cont'd)

*(ii) Trade receivables and income receivable*

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables and income receivable.

In measuring the expected credit losses, trade receivables and income receivable are grouped based on shared credit risk characteristics and days past due.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables and income receivable are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group considers a financial asset as in default if the counterparty fails to make contractual payments within 30 days when they fall due, and writes off the financial asset when a debtor fails to make contractual payments after the Group had exhausted all means for collection. Where receivables are written off, the company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in the profit and loss.

The Group's credit risk exposure in relation to trade receivables and income receivable under SFRS(I) 9 as at 31 December 2019 are set out in the provision matrix as follows:

| | Past due | | | | | |
|---|---|---|---|---|---|---|
| The Group | Current<br>$ | Within 30 days<br>$ | 30 to 60 days<br>$ | 60 to 90 days<br>$ | More than 90 days<br>$ | Total<br>$ |
| **Waste disposal service** | | | | | | |
| Expected loss rate* | **0.03%** | **0.29%** | **0.86%** | **1.93%** | **18.78%** | |
| Trade receivables | **3,312,942** | **838,359** | **246,808** | **128,894** | **223,228** | **4,750,231** |
| Income receivable | **690,395** | **–** | **–** | **–** | **–** | **690,395** |
| Loss allowance | **1,196** | **2,404** | **2,117** | **2,486** | **41,917** | **50,120** |
| **Contract cleaning service** | | | | | | |
| Expected loss rate* | **0.00%** | **0.00%** | **0.00%** | **0.00%** | **2.04%** | |
| Trade receivables | **2,248,520** | **1,648,673** | **927,222** | **414,129** | **240,961** | **5,479,505** |
| Loss allowance | **–** | **–** | **–** | **–** | **4,910** | **4,910** |

* *Rounded to the nearest 2 decimal places*

# NOTES TO
# THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 27. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

### (c) Credit risk (Cont'd)

*(ii) Trade receivables and income receivable* (Cont'd)

The Group's credit risk exposure in relation to trade receivables and income receivable under SFRS(I) 9 as at 31 December 2018 are set out in the provision matrix as follows:

| The Group | Current $ | Past due: Within 30 days $ | 30 to 60 days $ | 60 to 90 days $ | More than 90 days $ | Total $ |
|---|---|---|---|---|---|---|
| **Waste disposal service** | | | | | | |
| Expected loss rate* | 0.04% | 0.33% | 0.85% | 2.24% | 12.94% | |
| Trade receivables | 3,247,283 | 767,738 | 318,678 | 105,325 | 238,480 | 4,677,504 |
| Income receivable | 719,370 | – | – | – | – | 719,370 |
| Loss allowance | 1,520 | 2,553 | 2,695 | 2,362 | 30,850 | 39,980 |
| **Contract cleaning service** | | | | | | |
| Expected loss rate* | 0.00% | 0.00% | 0.00% | 0.00% | 0.44% | |
| Trade receivables | 2,526,606 | 1,916,590 | 742,747 | 297,845 | 183,369 | 5,667,157 |
| Loss allowance | – | – | – | – | 813 | 813 |

* *Rounded to the nearest 2 decimal places*

Based on the historical default rate, the Group believes that no impairment allowance is necessary in respect of trade receivables that are past due but not impaired. These receivables are mainly arising by customers that have a good credit record with the Group.

### (d) Liquidity risk

Liquidity risk is the risk that the Company or the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset.

The Company's and the Group's exposure to liquidity arises primarily from mismatches of the maturities of financial assets and liabilities.

The table below analyses non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the date of the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

## 27. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

### (d) Liquidity risk (Cont'd)

| The Group | The Company Less than 1 year $ | The Group Less than 1 year $ | The Group More than 1 year $ |
|---|---|---|---|
| **At 31 December 2019** | | | |
| Trade and other payables | **22,350** | **4,102,523** | **–** |
| Accrual for directors' fees | **50,000** | **50,000** | **–** |
| Lease liabilities | **–** | **519,805** | **3,886,608** |
| | **72,350** | **4,672,328** | **3,886,608** |
| At 31 December 2018 | | | |
| Trade and other payables | 40,496 | 4,885,352 | – |
| Accrual for directors' fees | 50,000 | 50,000 | – |
| | 90,496 | 4,935,352 | – |

The Group maintains sufficient levels of cash and cash equivalents to meet their working capital requirements.

### (e) Price risk

Price risk is the risk that the value of a financial instrument will fluctuate due to changes in market price.

The Group does not hold any quoted or marketable financial instruments, hence, is not exposed to any movement in market prices.

### (f) Fair value measurements

The carrying amount of trade and other receivables, deposits and trade and other payables are assumed to approximate fair value.

## 28. CAPITAL MANAGEMENT

The Group's objectives when managing capital are:

(a) To safeguard the Group's ability to continue as a going concern;

(b) To support the Group's stability and growth;

(c) To provide capital for the purpose of strengthening the Group's risk management capabilities; and

(d) To provide an adequate return to shareholders.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

## 28. CAPITAL MANAGEMENT (Cont'd)

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group currently does not adopt any formal dividend policy.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce debt.

There were no changes in the Group's approach to capital management during the year.

Total capital is calculated as equity plus total borrowings. Total borrowings consist of obligations under trade and other payables, accrual for directors' fee and lease liabilities.

| | The Company | | The Group | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | **$** | $ | **$** | $ |
| Total borrowings | **72,350** | 90,496 | **7,918,016** | 5,707,830 |
| Total equity | **15,702,701** | 15,610,549 | **43,041,303** | 41,215,266 |
| Total capital | **15,775,051** | 15,701,045 | **50,959,319** | 46,923,096 |
| Gearing ratio | **0.46%** | 0.58% | **15.54%** | 12.16% |

Gearing has a significant influence on the Group's and the Company's capital structure and the management monitors capital using a gearing ratio. The gearing ratio is calculated as total borrowings divided by total capital.

The Group and the Company is not subject to externally imposed capital requirements.

## 29. FINANCIAL INSTRUMENTS

**Accounting classifications of financial assets and financial liabilities**

The carrying amounts of financial assets and financial liabilities in each category are as follows:

| | The Company | The Group |
|---|---|---|
| | $ | $ |
| **31 December 2019** | | |
| Financial assets, at amortised cost | **11,180,968** | **33,648,039** |
| Financial liabilities, at amortised cost | **72,350** | **7,466,161** |
| 31 December 2018 | | |
| Financial assets, at amortised cost | 11,108,244 | 30,737,774 |
| Financial liabilities, at amortised cost | 90,496 | 5,058,541 |

## 30. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

**Amendments to SFRS(I) 3 *Business Combination* (effective for annual periods beginning on or after 1 January 2020)**

The amendments provide new guidance on the assessment of whether an acquisition meets the definition of a business under SFRS(I) 3. To be considered a business, an acquisition would have to include an output and a substantive process that together significantly contribute to the ability to create outputs. A framework is introduced to evaluate when an input and substantive process are present. To be a business without outputs, there will now need to be an organised workforce.

The definition of the term 'outputs' is narrowed to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits.

It is also no longer necessary to assess whether market participants are capable of replacing missing elements or integrating the acquired activities and assets.

Entities can apply a 'concentration test' that, if met, eliminates the need for further assessment. Under this optional test, where substantially all of the fair value of gross assets acquired is concentrated in a single asset (or a group of similar assets), the assets acquired would not represent a business.

These amendments are applied to business combinations and asset acquisitions with acquisition date on or after 1 January 2020. Early application is permitted. The Group does not expect any significant impact arising from applying these amendments.

## 31. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Colex Holdings Limited on 13 March 2020.

# SHAREHOLDINGS STATISTICS

AS AT 24 MARCH 2020

| | | |
|---|---|---|
| Issued & Fully Paid-up Capital | : | $14,523,504 |
| Number & Class of Shares | : | 132,522,560 ordinary shares with one vote for each ordinary share |
| Name of treasury shares | : | Nil |
| Name of subsidiary holdings | : | Nil |

## ANALYSIS OF SHAREHOLDINGS

| Size of Shareholdings | No of shareholders | % of shareholders | No of shares | % of Shares |
|---|---|---|---|---|
| 1 – 99 | 0 | 0.00 | 0 | 0.00 |
| 100 – 1,000 | 322 | 24.47 | 307,500 | 0.23 |
| 1,001 – 10,000 | 699 | 53.12 | 3,917,950 | 2.96 |
| 10,001 – 1,000,000 | 288 | 21.88 | 14,744,950 | 11.13 |
| 1,000,001 and above | 7 | 0.53 | 113,552,160 | 85.68 |
| **GRAND TOTAL** | **1,316** | **100.00** | **132,522,560** | **100.00** |

## LIST OF 20 LARGEST SHAREHOLDERS

AS AT 24 MARCH 2020

| No. | Name | No. of Shares | % shares |
|---|---|---|---|
| 1 | BONVESTS HOLDINGS LIMITED | 104,611,560 | 78.94 |
| 2 | CHUA SWEE MING | 2,158,500 | 1.63 |
| 3 | NGO HENRY | 1,720,000 | 1.30 |
| 4 | YIM CHEE CHONG | 1,518,600 | 1.15 |
| 5 | DBS NOMINEES PTE LTD | 1,454,300 | 1.10 |
| 6 | CHIAM HOCK POH | 1,078,400 | 0.81 |
| 7 | THIAN YIM PHENG | 1,010,800 | 0.76 |
| 8 | LEH BEE HOE | 905,900 | 0.68 |
| 9 | OCBC NOMINEES SINGAPORE PTE LTD | 506,500 | 0.38 |
| 10 | KUNG HOOI KOON | 400,000 | 0.30 |
| 11 | UNITED OVERSEAS BANK NOMINEES P L | 390,900 | 0.29 |
| 12 | CHEW SHIJIE (ZHOU SHIJIE) | 361,700 | 0.27 |
| 13 | FAIRLADY JEWELLERS PTE LTD | 324,000 | 0.24 |
| 14 | PHILLIP SECURITIES PTE LTD | 305,200 | 0.23 |
| 15 | RAFFLES NOMINEES(PTE) LIMITED | 298,300 | 0.23 |
| 16 | PANG CHEOW JOW | 289,000 | 0.22 |
| 17 | LEE CHEE MENG | 280,000 | 0.21 |
| 18 | LAM KUM LOONG | 233,700 | 0.18 |
| 19 | HSBC (SINGAPORE) NOMINEES PTE LTD | 221,100 | 0.17 |
| 20 | NG HOCK KON | 200,000 | 0.15 |
| | **Total:** | **118,268,460** | **89.24** |

**SHAREHOLDINGS IN THE HAND OF THE PUBLIC AS AT 24 MARCH 2020**

Percentage of shareholdings held in the hands of the public is 19.76% and hence Rule 723 of the Section B: Rules of Catalist of the SGX-ST Listing Manual is complied with.

**SUBSTANTIAL SHAREHOLDERS**

(As shown in the Register of Substantial Shareholders)

| | Direct Interest | % | Deemed Interest | % |
|---|---|---|---|---|
| Bonvests Holdings Limited | 104,611,560 | 78.94 | – | – |
| Goldvein Holdings Pte. Ltd.* | – | – | 104,611,560 | 78.94 |
| Mr Henry Ngo** | | | | |
| – In own name | 1,720,000 | 1.30 | – | – |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560 | 78.94 |
| Mr Patrick Tse** | | | | |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560 | 78.94 |
| Mr James Sookanan** | | | | |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560 | 78.94 |
| Mr Wilfred Hsieh** | | | | |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560 | 78.94 |

* Goldvein Holdings Pte. Ltd. has a 59.78% interest in the issued share capital of Bonvests Holdings Limited. Accordingly, Goldvein Holdings Pte. Ltd. is deemed to be interested in the 104,611,560 shares in the issued and paid-up capital of the Company held by Bonvests Holdings Limited by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.

** Mr Henry Ngo, Mr Patrick Tse, Mr James Sookanan and Mr Wilfred Hsieh are siblings who each holds approximately 20% or more of the shares in Goldvein Holdings Pte. Ltd. and accordingly, are each deemed to be interested in the 104,611,560 shares in the issued and paid-up share capital of the Company deemed to be held by Goldvein Holdings Pte. Ltd. by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.

# NOTICE OF
# ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 8 Tuas South Street 13, Singapore 637083 on Wednesday, 17 June 2020 at 2.00 p.m. to transact the following businesses:

**As Ordinary Business**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**

2. To declare a first and final dividend (one-tier tax-exempt) of 0.45 Singapore cents per ordinary share for the financial year ended 31 December 2019. **(Resolution 2)**

3. To re-elect Mr Henry Ngo, a Director retiring pursuant to Regulation 104 of the Constitution of the Company. **(Resolution 3)** (See Explanatory Note 1)

4. To appoint Mr Ding Chek Leh as Director pursuant to Regulation 107 of the Constitution of the Company. **(Resolution 4)** (See Explanatory Note 2)

5. To approve the payment of Directors' fee of S$50,000 for the financial year ended 31 December 2019 (2018: S$50,000). **(Resolution 5)**

6. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

**As Special Business**

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

7. Authority to allot and issue shares in the capital of the Company –

"(a) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company ("**Directors**"), to:

(i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:

(i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;

(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(a) new Shares arising from the conversion or exercise of any convertible securities;

(b) new Shares arising from exercising share options or vesting of share awards provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares, and

any adjustments in accordance with (a) or (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 the passing of this Resolution;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Chapter 50 of Singapore and otherwise, and the Constitution for the time being of the Company; and

(iv) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; and

(c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above." **(Resolution 7)**

[See Explanatory Note 3]

# NOTICE OF
# ANNUAL GENERAL MEETING

8. Proposed Renewal of the Shareholders' General Mandate for Interested Person Transactions.

"That:

(1) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the transactions falling within the categories of interested person transactions described in Section 2.7 of the Appendix to this Annual Report dated 15 April 2020 with the interested persons (as described in Section 2.6 of the Appendix), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for such interested person transactions (the "IPT Mandate");

(2) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

(3) the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this resolution." **(Resolution 8)**

[See Explanatory Note 4]

**Any Other Business**

9. To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board
Foo Soon Soo
Secretary

15 April 2020

Free shuttle service will be available to transport shareholders to the Annual General Meeting's venue. The shuttle bus will depart at 1.00 p.m. from Lakeside MRT Station (at the exit point facing Boon Lay Way). If you wish to use the shuttle service, please contact Ms Jeslyn Chong/Ms Penny Goh at tel: +65 6268 7711 or email at wastemgt@colex.com.sg.

**Explanatory notes:**

1. Mr Henry Ngo will, upon re-election as a Director of the Company, remain as Chairman of the Board and member of the Nominating, Remuneration and Audit Committees. He will not be considered independent for the purposes of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Detailed information on Mr Ngo pursuant to Appendix 7F of the Catalist Rules can be found under "Particulars of Directors" in the Corporate Governance Statement and the "Director's Information" section contained in the Company's Annual Report 2019.

2. Pursuant to Regulation 107 of the Constitution, Bonvests Holdings Limited as member of the Company has proposed Mr Ding Chek Leh for appointment as an Executive Director at the forthcoming AGM. Mr Ding has accepted the nomination for his candidature. The NC has reviewed Mr Ding's suitability for appointment and nominates him for appointment as an Executive Director. The Board has accepted the NC's recommendation. Detailed information on Mr Ding Chek Leh pursuant to Appendix 7F of the Catalist Rules can be found under "Particulars of Directors" in the Corporate Governance Statement and the "Director's Information" section contained in the Company's Annual Report 2019.

3. The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower Directors of the Company from the date of the above Annual General Meeting until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

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

4. The Ordinary Resolution 8 proposed in item 8 above, if passed, will authorise the interested person transactions as described in the Appendix and recurring in the financial year and will empower the Directors, from the date of the Annual General Meeting until the date the next Annual General Meeting is to be held, to do all acts necessary to give effect to the IPT Mandate. The rationale for and categories of interested person transactions pursuant to the IPT Mandate are set out in greater detail in the Appendix accompanying this Annual Report.

# NOTICE OF
# ANNUAL GENERAL MEETING

**Notes:**

1. Each of the resolutions to be put to the vote of members at the Annual General Meeting (and at any adjournment thereof) will be voted on by way of a poll.

2. A Depositor is not regarded as a member of the Company entitled to attend and vote at the Annual General Meeting unless his name appears on the Depository Register not less than 72 hours before the time of the Annual General Meeting.

3. A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) is entitled to appoint not more than two proxies to attend, speak and vote in his stead at the Annual General Meeting and any such proxy need not be a member of the Company.

4. A member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.

5. The instrument appointing a proxy must be lodged at the registered office of the Company not less than 72 hours before the time appointed for the Annual General Meeting.

**Personal data privacy**: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) and is deemed to have warranted that where such member discloses the personal data of such proxy(ies) and/or representative(s) to the Company (or its agents or service providers), that the member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for (i) the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and representative(s) appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof); and (ii) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.

**Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")**

In view of the current COVID-19 situation, the following steps will be taken for members and others attending the Annual General Meeting to minimise the risks of community spread of the COVID-19:

1. The Company will be carrying out the precautionary measure of temperature screening for shareholders, proxies and invitees ("attendees") at the forthcoming Annual General Meeting. All persons attending the Annual General Meeting will be required to undergo a **temperature check** and sign **a health declaration form** in respect of whether they have been to affected areas as advised by Singapore Ministry of Health ("**Affected Areas**") during the 14 days prior to the date of the Annual General Meeting. We will also request the contact number of the attendees in case of contact tracing.

2. Any person who has been in Affected Areas, irrespective of nationality, during the said 14-day period **will not be permitted to attend the Annual General Meeting**, but will still be allowed to appoint a proxy to attend, speak and vote at the Annual General Meeting in the manner as provided in the proxy form. The health declaration form may also be used for purposes of contact tracing, if required.

3. Any person who has a fever **will not be permitted** to attend the Annual General Meeting. We may also at our discretion deny entry to persons exhibiting flu-like symptoms.

Attendees who are feeling unwell on the date of the Annual General Meeting are advised not to attend the Annual General Meeting. Attendees are also advised to arrive at the Annual General Meeting venue early given that the above-mentioned measures may cause delay in the registration process. For an orderly and timely start to the annual general meeting, we seek your co-operation and understanding to plan your arrival to allow for more time for registration.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risks to the attendees.

By Order of the Board
Foo Soon Soo
Secretary

15 April 2020

# APPENDIX
# DATED 15 APRIL 2020

(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt about its contents or the action you should take, you should consult your legal, financial, tax or other professional adviser immediately.**

This Appendix is circulated to shareholders of the Company together with the Company's annual report. Its purpose is to provide shareholders of the Company with the relevant information relating to, and to seek shareholders' approval to renew the shareholders' mandate for Interested Person Transactions (as defined hereinafter) to be tabled at the Annual General Meeting to be held at 8 Tuas South Street 13, Singapore 637083 on 17 June 2020 at 2.00 p.m. or at any adjournment thereof. The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report.

If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Appendix to the purchaser or transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

This Appendix has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the"**SGX-ST**") Listing Manual Section B: Rules of Catalist.

This Appendix has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

The contact person for the Sponsor is Ms Jennifer Tan, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).

**APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE SHAREHOLDERS' GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS**

**DEFINITIONS**

| | | |
|---|---|---|
| "**Act**" | : | The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time |
| "**AGM**" | : | The annual general meeting of the Company to be held on 17 June 2020 |
| "**Allsland**" | : | Allsland Pte. Ltd. |
| "**Associate(s)**" | : | (a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:<br>(i) his immediate family;<br>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and<br>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more, and |

| | | |
|---|---|---|
| | | (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more |
| "**Audit Committee**" | : | The audit committee of the Company |
| "**Auditors**" | : | The auditors of the Company for the time being |
| "**Board**" | : | The board of Directors of the Company for the time being |
| "**Bonvests**" | : | Bonvests Holdings Limited |
| "**Catalist Rules**" | : | The Catalist Rules (Section B: Rules of the Catalist) of the SGX-ST, as amended or modified from time to time |
| "**Catalist**" | : | The sponsor-supervised listing platform of the SGX-ST |
| "**CDP**" | : | The Central Depository (Pte) Limited |
| "**Company**" | : | Colex Holdings Limited |
| "**Contract Gross Margin**" | : | The expected gross margin to be generated from the Interested Person Transaction and which is derived from dividing the difference between the contract value and relevant variable costs and expenses that are directly attributable to that contract, as determined by the respective business units, over the contract value |
| "**Controlling Shareholder**" | : | A person who:<br>(a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company, unless otherwise determined by the SGX-ST; or<br>(b) in fact exercises control over the Company |
| "**Directors**" | : | The directors of the Company for the time being |
| "**Entity at risk**" | : | (a) the listed company;<br>(b) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or<br>(c) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the "listed group"), or the listed group and its interested person(s), has control over the associated company. |
| "**Executive Director**" | : | A director of the Company who holds an executive position |
| "**Goldvein**" | : | Goldvein Pte. Ltd. |
| "**Goldvein Holdings**" | : | Goldvein Holdings Pte. Ltd. |
| "**Group**" | : | The Company and its subsidiaries, and in the context of the Proposed Renewal of the IPT Mandate, shall have the meaning ascribed to it in Section 2.3 of this Appendix |
| "**Head of Finance**" | : | The Company's finance personnel who is heading the finance team at that point in time |
| "**IPT**" or "**Interested Person Transaction**" | : | The categories of transactions with the Interested Person(s) which fall within the Proposed Renewal of the IPT Mandate, as set out in Section 2.7 of this Appendix |

# APPENDIX
# DATED 15 APRIL 2020

(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

| | | |
|---|---|---|
| "**IPT Mandate**" | : | The Shareholders' general mandate obtained by the Company pursuant to Chapter 9 of the Catalist Rules, permitting companies within the Group, or any of them, to enter into the IPTs, provided that such IPTs are on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders |
| "**Interested Person(s) or IP**" | : | The interested person(s) of the Company who fall within the IPT Mandate, if renewed, being Mr Henry Ngo and/or his Associates (which are Allsland, Goldvein, Richvein, The Allied Folks Pte Ltd and The Residence Hotel & Resorts Management Pte Ltd). |
| "**Non-Interested Directors**" | : | The Directors who are deemed to be independent for the purposes of making a recommendation to Shareholders in respect of the proposed renewal of the IPT Mandate, being Mr Desmond Chan Kwan Ling, Mr Fong Heng Boo and Mr Lim Hock Beng |
| "**NTA**" | : | Net tangible assets |
| "**Ordinary Resolution**" | : | The ordinary resolution 8 as set out in the notice of AGM, which is enclosed with the Annual Report |
| "**Richvein**" | : | Richvein Pte. Ltd. |
| "**Securities Accounts**" | : | Securities accounts maintained by a Depositor with CDP but does not include securities sub-accounts |
| "**SGX-ST**" | : | Singapore Exchange Securities Trading Limited |
| "**Shareholders**" | : | Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares, mean the Depositors into whose Securities Accounts those Shares are credited. Any reference to Shares held by Shareholders shall include Shares standing to the credit of the respective Shareholders' Securities Accounts |
| "**Shares**" | : | Ordinary shares in the capital of the Company |
| "**Substantial Shareholders**" | : | A person who holds directly or indirectly 5% or more of the total issued share capital of the Company |
| "**S$**" and "**cents**" | : | Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore |
| "**%**" | : | Per centum or percentage |

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore or any statutory modification thereof, as the case may be.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Act or any statutory modification thereof and used in this Appendix shall have the meaning assigned to it under the Act or such statutory modification, as the case may be, unless the context otherwise requires.

Any discrepancies in tables included herein between the amounts and the totals thereof are due to rounding; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day in this Appendix shall be a reference to Singapore time, unless otherwise stated.

# APPENDIX
# DATED 15 APRIL 2020

(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

**COLEX HOLDINGS LIMITED**
(Incorporated in the Republic of Singapore)
(Company Registration No. 197101485G)

| **Directors:** | **Registered Office:** |
|---|---|
| Mr Henry Ngo (Chairman) | 541 Orchard Road |
| Mr Desmond Chan Kwan Ling (Director) | #16-00 Liat Towers |
| Mr Fong Heng Boo (Independent Director) | Singapore 238881 |
| Mr Lim Hock Beng (Independent Director) | |

15 April 2020

**To: The Shareholders of Colex Holdings Limited**

Dear Sir/Madam

## 1. INTRODUCTION

The Company's existing IPT Mandate was first approved by Shareholders at the extraordinary general meeting held on 17 April 2013 and renewed at the annual general meeting of the Company held on 26 April 2019. The IPT Mandate will, unless renewed again, expire on the date of the forthcoming AGM.

Accordingly, the Directors propose that the IPT Mandate be renewed at the forthcoming AGM in the terms of the Ordinary Resolution 8 to be proposed at the forthcoming AGM and (unless revoked or varied by the Company in general meeting) to continue in force until the next annual general meeting of the Company. Approval from Shareholders will be sought for the renewal of the IPT Mandate at the next and each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to transactions with the interested persons.

The purpose of this Appendix, is to explain the rationale for, and provide Shareholders with information relating to, the proposed renewal of the IPT Mandate as set out below.

## 2. THE PROPOSED RENEWAL OF THE IPT MANDATE

### 2.1 Background

The Group is mainly engaged in the provision of waste management services and contract cleaning services. The waste management segment is undertaken by the Company's wholly-owned subsidiary, Colex Environmental Pte. Ltd. and deals with waste disposal services for domestic, commercial and industrial waste, sale and rental of equipment to customers, and repair of waste compactors. The contract cleaning segment is undertaken by the Company's wholly-owned subsidiary, Integrated Property Management Pte. Ltd., which provides cleaning services to industrial, commercial and residential properties.

# APPENDIX
# DATED 15 APRIL 2020
(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

From time to time, transactions will arise between the Group and the IP(s) as more particularly described in Section 2.6 of this Appendix. The Company is a subsidiary of Bonvests, a company listed on the SGX-ST. Mr Henry Ngo, who is the Chairman of the Company and the Chairman and Managing Director of Bonvests, is deemed interested in the 78.94% shareholding in the issued share capital of the Company held by Bonvests.

As at 24 March 2020, Mr Henry Ngo has a 21.26% direct interest and a deemed interest of 2.29% (held through Allsland Pte Ltd) in Bonvests. He also has a 40.00% interest in the issued share capital of Goldvein Holdings, which in turn has a 59.78% interest in the issued share capital of Bonvests. Bonvests wholly owns Goldvein, Richvein, The Allied Folks Ptd Ltd and the Residence Hotel & Resorts Management Pte Ltd. Accordingly, Mr Henry Ngo is deemed interested in the entire issued share capital of Goldvein, Richvein, The Allied Folks Ptd Ltd and the Residence Hotel & Resorts Management Pte Ltd, by virtue of Section 7 of the Act and Goldvein, Richvein, The Allied Folks Pte Ltd and The Residence Hotel & Resort Management Pte Ltd are each an interested person as defined by Chapter 9 of the Catalist Rules. Allsland is wholly-owned by Mr Henry Ngo and accordingly, is also an interested person as defined by Chapter 9 of the Catalist Rules.

In view of the above, the Company wishes to seek the approval of Shareholders (which shall exclude Shareholders who are required to abstain from voting pursuant to Rule 920(1)(b)(viii) of the Catalist Rules) for the proposed renewal of the IPT Mandate in respect of future IPT(s) that the Group may enter into with the IP(s), as more particularly set out in Section 2.7 of this Appendix.

### 2.2 Chapter 9 of the Catalist Rules

Under Chapter 9 of the Catalist Rules, where a listed company or any of its subsidiaries or associated companies that are defined as an "entity at risk" proposes to enter into a transaction with an "interested person", an immediate announcement or an immediate announcement and shareholders' approval is required in respect of that transaction if its value is equal to, or more than, certain financial thresholds.

In particular, an immediate announcement is required where:

(a) the transaction is of a value equal to, or more than, 3% of the group's latest audited NTA; or

(b) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited NTA.

Further, shareholders' approval (in addition to an immediate announcement) is required where:

(a) the transaction is of a value equal to, or more than, 5% of the group's latest audited NTA; or

(b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, 5% of the group's latest audited NTA.

The above requirements for immediate announcement and/or for shareholders' approval do not apply to any transaction below S$100,000, and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk and hence excluded from the ambit of Chapter 9 of the Catalist Rules. While transactions below S$100,000 are not normally aggregated, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction.

Rule 920 of the Catalist Rules permits a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company's interested persons. A general mandate is also subject to annual renewal.

For illustration purposes, based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2019, the audited NTA of the Group was approximately S$43,041,303. Accordingly, in relation to the Group and for the purposes of Chapter 9 of the Catalist Rules for the current financial year, Shareholders' approval is required where:

(a) the Interested Person Transaction is of a value equal to, or more than, approximately S$2,152,065 being 5% of the latest audited NTA value of the Group; or

(b) the Interested Person Transaction, when aggregated with other transactions entered into with the same Interested Person during the same financial year, is of a value equal to, or more than, approximately S$2,152,065.

**2.3 Rationale for the Proposed Renewal of the IPT Mandate**

The IP(s) are actively involved in the businesses of property development and investment and hotel ownership and management, and would continually require waste management and/or contract cleaning services as part of maintenance of their properties. The Group is one of the larger and more established providers of such waste management and/or contract cleaning services. It is therefore envisaged that in the ordinary course of their businesses, transactions between the Group and the IP(s) will occur from time to time and/or on a regular basis. Such transactions would include, but are not limited to:

(a) the provision of waste management services to the Interested Person(s);

(b) the provision of contract cleaning services to the Interested Person(s);

(c) lease of properties or spaces to or from the Interested Person(s);

(d) the provision or receipt of staff secondment to or from the Interested Person(s);

(e) the provision or obtaining of corporate-related services from the Interested Person(s); and

(f) the purchase of goods and services, such as, but not limited to, general food and beverage and hotel rooms from hotel properties owned and/or managed by the Interested Person(s).

The nature and scope of transactions which are proposed to be covered under the IPT Mandate, if renewed, are detailed in Section 2.7 below.

The Directors believe that transacting with the IP(s) would not be less favourable to the Group compared to those extended to or received from unrelated third parties.

# APPENDIX
# DATED 15 APRIL 2020
(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

In relation to the provision of waste management and contract cleaning services, such transactions will provide the Group with other revenue streams and bolster the Group's market share in the waste management and contract cleaning industries.

Furthermore, leasing the Group's unutilised properties or spaces to the IP(s) will unlock the value of the Group's unutilised properties or spaces and provide additional income from companies and/or persons with known and good credit standing. Leasing of unutilised properties or spaces from the Interested Person(s) will also benefit the Group given the past business dealings and familiarity of the Group with the Interested Person(s).

The secondment of staff to or from the IP(s) will allow the hosting entity to meet their operational manpower needs and/or to benefit from the expertise and experience of the secondee. In addition, such secondment will allow both the hosting and supplying entities to benefit from the secondee's experiences gained during his/her secondment term and hence, create value within the Group.

With regards to the provision or obtaining of corporate services, and the purchase of goods and services and hotel rooms from hotel properties owned and/or managed by the IP(s), the Group will benefit from having access to quotations from the IP(s), in addition to obtaining quotations from third parties, and with the various quotations available for assessment, this will ensure that the Group obtains competitive prices for goods and services of similar quantity and specifications.

In view of the time-sensitive nature of these commercial transactions, the IPT Mandate, if renewed pursuant to Rule 920 of the Catalist Rules, will enable:

(a) the Company;

(b) subsidiaries of the Company that are not listed on the SGX-ST or an approved exchange; or

(c) associated companies of the Company that are not listed on the SGX-ST or an approved exchange, provided that the Group or the Group and the Interested Person(s), has control over the associated company,

(collectively, the "**Group**")

in the ordinary course of its business, to enter into the IPT(s) with the IP(s) without being separately subject to the obligations under Rules 905 and 906 of the Catalist Rules, provided that such transactions are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the minority shareholders of the Company.

**2.4 Benefits of the Proposed Renewal of the IPT Mandate**

The IPT Mandate, if renewed, will dispense with the need for the Company to announce the entry by the relevant entity in the Group into each IPT that exceeds 3% of the Group's latest audited NTA, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for the entry by the relevant entity in the Group into such IPT that exceeds 5% of the Group's latest audited NTA. This will substantially reduce the expenses associated with the convening of general meetings (including the engagement of external advisers and preparation of documents) on an ad hoc basis, will improve administrative efficacy considerably, and will allow manpower resources and time to be channelled towards attaining other business objectives available to the Group. Notwithstanding the above, Shareholders will be updated on the value of such IPT(s) through the Company's interim and full-year financial statements and in its annual report.

**2.5 Validity Period of the IPT Mandate, if Renewed**

The IPT Mandate, if renewed, will take effect from the passing of the Ordinary Resolution, and will (unless revoked or varied by the Company in general meeting) continue in force until the next annual general meeting. Approval from the Shareholders will be sought for the renewal of the IPT Mandate at the next annual general meeting and at each subsequent annual general meeting, subject to satisfactory review by the Audit Committee of its continued application to the IPT(s).

**2.6 Names of Interested Persons**

The IPT Mandate, if renewed, will apply to IPT(s) (as described in Section 2.7 below) which are carried out between any entity in the Group with Mr Henry Ngo and/or his Associates (which are Allsland, Goldvein, Richvein, The Allied Folks Pte Ltd and The Residence Hotel & Resorts Management Pte Ltd).

**2.7 Categories of Interested Person Transactions**

The Group envisages that in the ordinary course of their business, a wide range of transactions between the Group and the IP(s) are likely to occur from time to time. Such transactions would include, but are not limited to:

**(a) Waste Management Services**

The Group may enter into contracts to provide waste management services such as refuse disposal service for industrial, commercial and/or residential properties owned by or that will be owned by the IP(s). The provision of waste management services includes (but is not limited to) the supply of refuse containers for neat storage and accumulation of incinerable waste and the collection of refuse at a fixed frequency for disposal at authorised incineration plants. The type of refuse containers supplied, and the frequency of collection along with the type of truck used for such collection is dependent on the nature and volume of waste generated by the property.

**(b) Contract Cleaning Services**

The Group may enter into long-term or ad hoc contracts to provide contract cleaning services for industrial commercial and/or residential properties owned by or that will be owned by the IP(s). Depending on the type and cleaning requirements of a property, the type of cleaning services include (but is not limited to) cleaning of lavatories, replenishing and supply of toiletries, polishing of floors and furniture, and removing rubbish, debris and leaves in open compounds and carpark areas.

**(c) Lease of Properties or Spaces**

The Group may lease to or from the IP(s) properties or spaces including (but not limited to) industrial, commercial and/or residential properties or spaces.

**(d) Secondment of Staff**

From time to time, secondment of staff might take place between the Group and the IP(s) to meet the respective company's operational needs and/or expertise requirements (for example, in the areas of management and technical knowledge or know-how).

# APPENDIX
# DATED 15 APRIL 2020
(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

**(e) Corporate-related Services**

The Group may provide and/or obtain corporate-related services to or from the IP(s) which include (but are not limited to) rental of meeting facilities, and finance and accounting services.

**(f) Purchase of Goods and Services**

The Group may procure or purchase food and beverage and hotel rooms from hotel properties owned and/or managed by the IP(s).

For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the IPT Mandate, if renewed. The IPT Mandate, if renewed, will also not cover any transaction by any entity in the Group with an IP that is below S$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Catalist Rules would not apply to such transactions, unless otherwise determined by the SGX-ST. Finally, transactions with other interested persons (other than the names of Interested Persons detailed in Section 2.6 above) that do not fall within the ambit of the renewed IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules.

**2.8 Guidelines and Review Procedures for Interested Person Transactions**

**(a) Review Procedures**

Having regard to the nature of the IPT(s) and the criteria in establishing the review procedures which is to ensure that such review procedures are adequate and/or commercially practicable in ensuring that the IPTs are carried out on an arm's length basis, on normal commercial terms, are in the interest of the Company and are not prejudicial to the interests of the Company and the minority Shareholders, the Group have put in place the following review procedures for the IPT(s):

(i) All IPT(s) shall be conducted in accordance with the Group's usual business practices and policies, consistent with the usual margins or prices or rates extended to or received by the Group for the same or substantially similar type of services or products between the Group and unrelated third parties and the terms are not less favourable to the Group compared to those extended to or received from unrelated third parties;

(ii) where possible and practicable, the Group will use its reasonable endeavours to make comparisons with at least two other invoices issued to or quotes received from unrelated third parties for the same or substantially similar type of transactions. In the event where it is impossible or impracticable to obtain comparable prices of contemporaneous transactions of similar services due to the customisation or nature of services to be provided to the IP, an executive director of the relevant company within the Group and the Head of Finance (both of whom must have no interest, direct or indirect, in the IPT) will, subject to the Approval Thresholds as set out in Section 2.8(b) below, evaluate and weigh the benefits of, and rationale for transacting with the Interested Person, taking into account factors such as, but not limited to, the nature and scope of services, customer requirements and specifications, duration of contract, credit standing and the Group's then prevailing capacity and resources;

(iii) subject to and in accordance with Sections 2.8(a)(i) and/or (ii) above, in the case of the provision of waste management services and contract cleaning services, the terms of the IPT shall be such that the Group obtains a positive Contract Gross Margin for the said transaction;

(iv) subject to and in accordance with Sections 2.8(a)(i) and/or (ii) above, in the case of the lease of properties or spaces to or from an Interested Person, the Group shall take appropriate steps to ensure that such lease or rental payable is commensurate with the prevailing market rates, including adopting measures such as making relevant enquiries regarding similar properties or spaces and obtaining necessary reports or reviews published by property agents or independent valuers, where considered appropriate. The amount of rent payable shall be no higher than the highest price or rate quoted by unrelated third parties for a similar property in terms of size, location, quality of premise, services provided, credit terms and deposits needed. The amount of rent receivable shall be no lower than the lowest price or rate quoted by unrelated third parties for a similar property in terms of size, location, quality of premise, services provided, credit terms and deposits needed;

(v) subject to and in accordance with Sections 2.8(a)(i) and/or (ii) above, in the case of providing and/or obtaining corporate-related services to or from an Interested Person, the prices or rates of such transactions shall not be lower than that received from or higher than those paid to unrelated third parties, taking into account the type of corporate-related services rendered and its accompanying nature;

(vi) subject to and in accordance with Sections 2.8(a)(i) and/or (ii) above, in the case of the procurement or purchase of food and beverage and hotel rooms from hotel properties owned and/or managed by the IP(s), the prices of such transactions shall not be higher than that paid by other unrelated third parties, taking into account any discounts or preferential rates accorded to unrelated third parties and/or corporate customers or in accordance with industry norms; and

(vii) in the case of the secondment of staff to or from an IP (being an entity), the salary of the seconded staff payable shall be determined on a pro-rated basis and based on his or her existing salary (including bonuses or other monetary benefit), and the seconded staff shall be entitled to other accompanying terms and conditions of employment under his or her employment contract.

**(b) Approval Thresholds**

In addition to the review procedures, the following approval procedures will be implemented to supplement existing internal control procedures for IPT(s) to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms and are not prejudicial to minority shareholders:

(i) Category 1 threshold

The Category 1 threshold shall apply where the aggregate value of the IPT(s) entered into with the same IP within a financial year of the Company is equal to or exceeds S$1,000,000. Such transaction(s) must be reviewed and approved by the Audit Committee prior to being contracted.

# APPENDIX
# DATED 15 APRIL 2020
(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

(ii) Category 2 threshold

The Category 2 threshold shall apply where the aggregate value of the IPT(s) entered into with the same IP within a financial year of the Company is equal to or exceeds S$100,000 but is less than S$1,000,000. Such transaction(s) must be reviewed and approved by an executive director of the relevant company within the Group and the Head of Finance (both of whom must have no interest, direct or indirect, in the IPT). For the avoidance of doubt, such transaction does not require the prior approval of the Audit Committee but shall be reviewed on a half-yearly basis by the Audit Committee.

The threshold limits set out above are adopted by the Company taking into account, inter alia, the nature, volume, recurrent frequency and size of the transactions as well as the Group's day-to-day operations, administration and businesses. The threshold limits are arrived at as a result of the balancing exercise after considering the operational efficiency for the day-to-day business operations of the Group and the internal control for IPT(s). The threshold limits act as an additional safeguard to supplement the review procedures which will be implemented by the Company for IPT(s).

If any person has an interest in a transaction falling within a category of transactions to be reviewed or approved by him or her, he or she will abstain from any decision making in respect of that transaction.

**(c) Register of Interested Person Transactions**

The Company will maintain a register of all IPTs (the "**IPT Register**") including the IPT(s) carried out with IP(s) pursuant to the renewed IPT Mandate, and the register shall include all information pertinent to all the IPT(s), such as, but not limited to, the list of Associates, the nature of the IPT, the amount of the IPT(s), the basis and rationale for determining the transaction prices, material terms and conditions and supporting evidence and quotations obtained to support such basis. For the avoidance of doubt, all IPTs, including IPT(s) below S$100,000, shall be recorded in the IPT Register.

The IPT Register shall be prepared, maintained and monitored by the Head of Finance of the Company, who shall not be interested in any of the IPT(s) and who is duly delegated to do so by the Audit Committee. The IPT Register will be reviewed by the internal auditors of the Company on an annual basis to ascertain that the guidelines and procedures established to monitor the IPT(s) (including the guidelines and review procedures set out in Sections 2.8(a) and 2.8(b) of this Appendix which are proposed to be established in respect of the IPT(s)) have been complied with.

**(d) Half-Yearly Review by the Audit Committee**

The Audit Committee shall review the IPT Register and any accompanying reports on a half-yearly basis (or such other more frequent basis as may be required or as the Audit Committee may deem necessary) to ascertain that the established review procedures to monitor the IPTs (including the guidelines and review procedures set out in Sections 2.8(a) and 2.8(b) of this Appendix which are proposed to be established in respect of the IPT(s)) have been complied with.

If during these reviews by the Audit Committee, the Audit Committee is of the view that the established review procedures as stated above have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Group are conducted, it will take such actions as it deems appropriate and/or institute additional procedures as necessary (such as, where relevant, to obtain a fresh mandate for IPT(s) to ensure that the mandated IPT(s) will be conducted based on an arm's length basis and on normal commercial terms and hence, will not be prejudicial to the interests of the Company and its minority Shareholders.

If a member of the Audit Committee has an interest in an IPT to be reviewed by the Audit Committee, he will abstain from voting on any resolution, and/or any decision and/or any review of the established review procedures in respect of that IPT. Approval of that IPT will be undertaken by the remaining members of the Audit Committee.

In addition, the Board will also ensure that all disclosure, approvals and other requirements on IPT(s), including those required by prevailing legislation, the Catalist Rules and relevant accounting standards, are complied with.

**2.9 Disclosure in Financial Results Announcement and Annual Report**

The Company will announce the aggregate value of transactions conducted with the IP(s) pursuant to the renewed IPT Mandate for the relevant financial periods which the Company is required to report on pursuant to the Catalist Rules and within the time required for the announcement of such reports.

Disclosure will also be made in the Company's annual report of the aggregate value of transactions conducted with the IP(s) pursuant to the renewed IPT Mandate during the financial year, and in the annual reports for subsequent financial years that the renewed IPT Mandate continues in force, in accordance with the requirements of Chapter 9 of the Catalist Rules.

The name of the IP and the corresponding aggregate value of the IPT(s) will be presented in the following format:

| Name of Interested Person | Nature of relationship | Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under Shareholders' general mandate pursuant to Rule 920 of the Catalist Rules) | Aggregate value of all interested person transactions conducted under Shareholders' general mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S$100,000) |
|---|---|---|---|

# APPENDIX
# DATED 15 APRIL 2020

(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

## 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and substantial Shareholders in the Shares as at 24 March 2020 are set out below:

| | Direct Interest | | Deemed Interest | | Total Interest | |
|---|---|---|---|---|---|---|
| | Number of Shares | % | Number of Shares | % | Number of Shares | % |
| **Directors** | | | | | | |
| Henry Ngo | | | | | | |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560[2] | 78.94 | 104,611,560 | 78.94 |
| – in own name | 1,720,000 | 1.30 | – | – | 1,720,000 | 1.30 |
| **Substantial Shareholders** | | | | | | |
| Bonvests Holdings Limited | 104,611,560[1] | 78.94 | – | – | 104,611,560 | 78.94 |
| Goldvein Holdings Pte. Ltd. | – | – | 104,611,560[1] | 78.94 | 104,611,560 | 78.94 |
| Patrick Tse | | | | | | |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560[2] | 78.94 | 104,611,560 | 78.94 |
| James Sookanan | | | | | | |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560[2] | 78.94 | 104,611,560 | 78.94 |
| Wilfred Hsieh | | | | | | |
| – through Goldvein Holdings Pte. Ltd. | – | – | 104,611,560[2] | 78.94 | 104,611,560 | 78.94 |

(1) Goldvein Holdings Pte. Ltd. has a 59.78% interest in the issued share capital of Bonvests Holdings Limited. Accordingly, Goldvein Holdings Pte. Ltd. is deemed interested in the 104,611,560 shares in the issued and paid-up share capital of the Company held by Bonvests Holdings Limited by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.

(2) Mr Henry Ngo, Mr Patrick Tse, Mr James Sookanan and Mr Wilfred Hsieh are siblings who each hold approximately 20% or more of the shares in Goldvein Holdings Pte. Ltd. and accordingly, are each deemed to be interested in the 104,611,560 shares in the issued and paid-up share capital of the Company deemed to be held by Goldvein Holdings Pte. Ltd. by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.

Save as disclosed herein, none of the Directors or substantial Shareholders of the Company has any interest, direct or indirect, in the proposed renewal of the IPT Mandate.

## 4. STATEMENT OF THE AUDIT COMMITTEE

Mr Henry Ngo being an interested person in the IPT Mandate, has abstained from the Audit Committee's review and determination in relation to the proposed renewal of the IPT Mandate.

Pursuant to Rule 920(1)(c) of the Catalist Rules and having considered, inter alia, the terms, the rationale and the benefits of the proposed renewal of the IPT Mandate in Section 2 of this Appendix, the Audit Committee (save for Mr Henry Ngo) has reviewed the guidelines and review procedures, as set out in Section 2.8 of this Appendix and proposed by the Company for determining the terms of the IPT(s) as well as the half-yearly reviews to be made by the Audit Committee in relation thereto (collectively, "**Guidelines and Review Procedures**"), the Audit Committee confirms that:–

(i) the Guidelines and Review Procedures for the IPT(s) have not changed since the last Shareholders' approval for the IPT Mandate obtained at the annual general meeting held on 26 April 2019; and

(ii) the Guidelines and Review Procedures are sufficient to ensure that the IPT(s) will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

## 5. ABSTENTION FROM VOTING

In accordance with Rule 920(1)(b)(viii) of the Catalist Rules, Mr Henry Ngo will abstain, and has undertaken to ensure that his Associates will abstain from voting on the resolution approving the proposed renewal of the IPT Mandate herein.

Further, Mr Henry Ngo also undertakes to decline, and shall ensure that his Associates decline to accept appointment as proxy(ies) to vote at the forthcoming AGM in respect of the Ordinary Resolution relating to the proposed renewal of the IPT Mandate for other Shareholders unless the Shareholder concerned shall have given specific instructions as to the manner in which his/her votes are to be cast at the AGM.

## 6. DIRECTORS' RECOMMENDATION

Having considered, inter alia, the terms of the IPT Mandate, the rationale for the proposed renewal of the IPT Mandate in Section 2.3 of this Appendix and the statement of the Audit Committee, the Non-Interested Directors are unanimously of the opinion that the IPT Mandate, if renewed, is in the best interests of the Company. The Non-Interested Directors unanimously agree that the guidelines and review procedures for determining the terms of the IPT(s) as stated in Section 2.8 of this Appendix pursuant to the proposed renewal of the IPT Mandate, as well as the half-yearly reviews to be made by the Audit Committee in relation thereto, are sufficient to ensure that the IPT(s) will be made with the Group on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

Accordingly, the Non-Interested Directors unanimously recommend that Shareholders vote in favour of the Ordinary Resolution 8 as set out in the Notice of AGM.

# APPENDIX
# DATED 15 APRIL 2020

(AS REFERRED TO IN RESOLUTION 8 OF THE NOTICE OF ANNUAL GENERAL MEETING)

**7. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the IPT Mandate, and the Group and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information contained in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

Yours faithfully,

For and on behalf of the Board of Directors of
**Colex Holdings Limited**

**Fong Heng Boo**
Independent Director

**PROXY FORM ANNUAL GENERAL MEETING**

## Colex Holdings Limited

Registration No. 197101485G

(Incorporated in the Republic of Singapore)

**IMPORTANT:**

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore may appoint more than two proxies to attend the Annual General Meeting and vote.
2. For investors who have used their CPF monies to buy shares in Colex Holdings Limited, this Annual Report is forwarded to them at the request of the CPF Approved Nominees.
3. The Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy/proxies and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting

I/We ______________________________________________ (Name)

of ______________________________________________ (Address)

being a member/members of COLEX HOLDINGS LIMITED hereby appoint:

| Name | Address | NRIC/Passport Number | Proportion of Shareholdings | |
|---|---|---|---|---|
| | | | No. of Shares | (%) |
| | | | | |

and/or [delete as appropriate]

| Name | Address | NRIC/Passport Number | Proportion of Shareholdings | |
|---|---|---|---|---|
| | | | No. of Shares | (%) |
| | | | | |

as my/our proxy/proxies to attend and to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 8 Tuas South Street 13, Singapore 637083 on Wednesday, 17 June 2020 at 2.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Annual General Meeting.

| No. | Ordinary Resolutions | No of votes or indicate with a tick (√) or cross (x)* | | |
|---|---|---|---|---|
| | | For | Against | Abstain |
| 1. | To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' Statement and the Auditors' Report thereon. | | | |
| 2. | To approve a first and final dividend (one-tier tax-exempt) of 0.45 Singapore cents per ordinary share for the financial year ended 31 December 2019. | | | |
| 3. | To re-elect Mr Henry Ngo as a Director of the Company. | | | |
| 4. | To appoint Mr Ding Chek Leh as Director of the Company. | | | |
| 5. | To approve Directors' fee of S$50,000 for the financial year ended 31 December 2019. | | | |
| 6. | To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. | | | |
| 7. | To authorise Directors to allot and issue shares in the capital of the Company. | | | |
| 8. | To renew the shareholders' mandate for Interested Person Transactions. | | | |

* All resolutions would be put to vote by poll in accordance with the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited. If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick "√" or cross (x) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this ________ day of ________________ 2020.

| Total number of Shares held | |
|---|---|
| CDP Register | |
| Register of Members | |

______________________________________

Signature(s) of Member(s)/Common Seal

**IMPORTANT: PLEASE READ NOTES FOR PROXY FORM**

**Notes**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If the number of shares is not inserted, this instrument appointing a proxy or proxies shall be deemed to relate to the entire number of ordinary shares in the Company registered in your name(s).

2. A member (other than a relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.

3. A relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore may appoint more than two proxies to attend the meeting and vote.

4. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the Annual General Meeting in person. CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Annual General Meeting to act as their proxy, in which case, the CPF Investor and SRS Investors shall be precluded from attending the Annual General Meeting.

5. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding or the number of shares to be represented by each proxy. If no such proportion or number is specified, the nomination shall be deemed to be in the alternative.

6. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the meeting.

   Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the meeting.

7. The instrument appointing a proxy or proxies, together with the power of attorney or other authority, if any, under which it is signed or a duly certified copy thereof, shall be attached to the instrument of proxy and must be deposited at the Registered Office at 541 Orchard Road #16-00 Liat Towers, Singapore 238881 not later than 72 hours before the time set for the Annual General Meeting.

8. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if the appointor is a corporation, under its seal, or under the hand of its attorney or duly authorised officer.

9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with its Constitution of the Company and Section 179 of the Companies Act, Chapter 50 of Singapore.

10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or when the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members whose shares in the Company are deposited in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

11. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the Annual General Meeting.

This page has been intentionally left blank

This page has been intentionally left blank

**Company Registration Number: 197101485G**
**8 Tuas South Street 13**
**Singapore 637083**
**Tel: +65 6268 7711**
**Fax: +65 6264 1219**
**Email: wastemgt@colex.com.sg**