

# HKE Holdings Limited

(incorporated in the Cayman Islands with limited liability)

Stock Code: 1726

# SHARE OFFER

Sponsor



Sole Bookrunner and  
Sole Lead Manager



---

## IMPORTANT

---

*If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.*

### HKE Holdings Limited

*(incorporated in the Cayman Islands with limited liability)*

#### SHARE OFFER

<b>Total number of Offer Shares</b>	<b>:</b>	<b>200,000,000 Shares</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>20,000,000 Shares (subject to re-allocation)</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>180,000,000 Shares (subject to re-allocation)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.55 per Offer Share and expected to be not less than HK\$0.45 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>1726</b>

#### Sponsor



#### Sole Bookrunner and Sole Lead Manager



---

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required under section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between our Company and the Sole Bookrunner (for itself and on behalf of the Underwriter) on the Price Determination Date or such later date as may be agreed between our Company and the Sole Bookrunner (for itself and on behalf of the Underwriter) but in any event no later than Friday, 6 April 2018. The Offer Price will be not more than HK\$0.55 per Offer Share and is expected to be not less than HK\$0.45 per Offer Share, unless otherwise announced.

The Sole Bookrunner may, with our Company's consent, reduce the number of Offer Shares under the Share Offer and/or the Offer Price stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Public Offer. In such a case, a notice of reduction in the number of Offer Shares and/or the Offer Price will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and website of our Company at [www.hwakoon.com](http://www.hwakoon.com) not later than the morning of the last day for lodging applications under the Public Offer. Details of the arrangement will then be announced by our Company as soon as practicable. Further details are set out in the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares".

If, for any reason, the Offer Price is not agreed between the Sole Bookrunner (for itself and on behalf of the Underwriter) and our Company on or before Friday, 6 April 2018, the Share Offer will not become unconditional and will lapse immediately.

Prior to making an investment decision, prospective investors should consider carefully all the information set out in this prospectus, including risk factors set out in the section headed "Risk Factors". Pursuant to the Public Offer Underwriting Agreement, the Sole Bookrunner has the right in certain circumstances to terminate the obligations of the Public Offer Underwriter at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further details of such circumstances are set out in the section headed "Underwriting – Underwriting arrangements and expenses – The Public Offer – Grounds for Termination".

28 March 2018

---

## EXPECTED TIMETABLE

---

*If there is any change in the following expected timetable, our Company will issue a separate announcement to be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of our Company ([www.hwakoon.com](http://www.hwakoon.com)).*

**2018<sup>(1)</sup>**

Application lists open<sup>(2)</sup> . . . . . 11:45 a.m on  
Wednesday, 4 April

Latest time to lodge **WHITE** and **YELLOW** Application Forms and  
to give **electronic application instructions** to HKSCC<sup>(3)</sup> . . . . . 12:00 noon on  
Wednesday, 4 April

Application lists close<sup>(4)</sup> . . . . . 12:00 noon on  
Wednesday, 4 April

Expected Price Determination Date<sup>(5)</sup> . . . . . Wednesday, 4 April

(a) Announcement of the final Offer Price, the indication of  
level of interest in the Placing, the level of applications  
in the Public Offer and the basis of allocation  
under the Public Offer to be published on the website of  
the Stock Exchange at **www.hkexnews.hk**<sup>(6)</sup> and  
our Company's website at **www.hwakoon.com**<sup>(6)</sup>  
on or before . . . . . Tuesday, 17 April

(b) Results of allocations of the Public Offer  
(with successful applicants' identification document numbers,  
where appropriate) to be available through a variety of  
channels as described in the section headed  
"How to apply for Public Offer Shares –  
10. Publication of results" from . . . . . Tuesday, 17 April

A full announcement of the Public Offer containing (a) and (b) above  
to be published on the website of the Stock Exchange  
at **www.hkexnews.hk**<sup>(6)</sup> and our Company's website  
at **www.hwakoon.com**<sup>(6)</sup> . . . . . Tuesday, 17 April

Results of allocations of the Public Offer will be available  
at [www.ewhiteform.com.hk/results](http://www.ewhiteform.com.hk/results) with a "search by ID"  
function on . . . . . Tuesday, 17 April

---

## EXPECTED TIMETABLE

---

2018<sup>(1)</sup>

Despatch/collection of share certificates of the Offer Shares or deposit of share certificates of the Offer Shares into CCASS in respect of wholly or partially successful applications pursuant to the Public Offer on or before<sup>(7)</sup> . . . . . Tuesday, 17 April

Despatch/collection of refund cheque pursuant to the Public Offer on or before<sup>(7) (8)</sup> . . . . . Tuesday, 17 April

Dealings in the Shares on the Stock Exchange expected to commence at 9:00 a.m. on . . . . . Wednesday, 18 April

*Notes:*

1. All times and dates refer to Hong Kong local times and dates except as otherwise stated.
2. Applicants who apply by giving **electronic application instructions** to HKSCC should refer to the section headed “How to apply for Public Offer Shares – 5. Applying by giving electronic application instructions to HKSCC via CCASS” in this prospectus.
3. The announcement will be available for viewing on the “Main Board – Results of Allotment” page on the website of the Stock Exchange at **www.hkexnews.hk**.
4. If there is a “black” rainstorm warning or a tropical cyclone warning signal number eight or above in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Wednesday, 4 April 2018, the application lists will not open and close on that day. Please refer to the section headed “How to apply for Public Offer Shares – 9. Effect of bad weather on the opening of the application lists” in this prospectus. If the application lists do not open and close on Wednesday, 4 April 2018, the dates mentioned in this section may be affected. Announcement will be made by us in such event.
5. The Price Determination Date is expected to be on or around Wednesday, 4 April 2018 or such other date as may be agreed between our Company and the Sole Bookrunner (for itself and on behalf of the other Underwriter). If, for any reason, the Offer Price is not agreed between our Company and the Sole Bookrunner (for itself and on behalf of the other Underwriter) by the Price Determination Date, the Share Offer will not become unconditional and will lapse immediately.
6. None of the information contained on any website forms part of this prospectus.

---

## EXPECTED TIMETABLE

---

7. Applicants who apply on **WHITE** Application Forms for 1,000,000 Public Offer Shares or more may collect share certificates (if applicable) and refund cheques (if applicable) in person from our Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, 17 April 2018 or any other date as notified by us as the date of despatch of share certificates/refund cheques. Applicants being individuals who are eligible for personal collection must not authorise any other person to make their collection on their behalf. Applicants being corporations who are eligible for personal collection must attend by sending their authorised representatives each bearing a letter of authorisation from his/her/its corporation stamped with the corporation's chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to our Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited. Applicants who have applied on **YELLOW** Application Forms may not elect to collect their share certificates, which will be deposited into CCASS for credit of their designated CCASS Participants' stock accounts or CCASS Investor Participant stock accounts, as appropriate. Uncollected share certificates and refund cheques will be despatched by ordinary post to the addresses specified in the relevant applications at the applicants' own risk. Further information is set out in the section headed "How to apply for Public Offer Shares" in this prospectus.
8. Refund cheques will be issued in respect of wholly or partially unsuccessful application and also in respect of successful applications in the event that the final Offer Price is less than the initial price per Public Offer Share payable on application. Part of your Hong Kong identity card number/passport number or, if you are joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party to facilitate your refund. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of your refund cheque or may invalidate your refund cheque. Further information is set out in the section headed "How to apply for Public Offer Shares" in this prospectus.

**Share certificates are expected to be issued on Tuesday, 17 April 2018 but will only become valid certificates of title provided that the Share Offer has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms. Investors who trade Shares on the basis of publicly available allocation details prior to the receipt of share certificates or prior to the share certificates becoming valid certificates of title do so entirely at their own risk.**

---

## CONTENTS

---

*You should rely only on the information contained in this prospectus to make your investment decision. Our Company has not authorised anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not contained or made in this prospectus must not be relied on by you as having been authorised by our Company, the Sponsor, the Sole Lead Manager, the Sole Bookrunner, any of the Underwriter, any of their respective directors, affiliates, employees or representatives or any other person or party involved in the Share Offer.*

<b>EXPECTED TIMETABLE</b> .....	i
<b>CONTENTS</b> .....	iv
<b>SUMMARY</b> .....	1
<b>DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS</b> .....	12
<b>FORWARD-LOOKING STATEMENTS</b> .....	25
<b>RISK FACTORS</b> .....	26
<b>WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES</b> .....	44
<b>INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER</b> .....	46
<b>DIRECTORS AND PARTIES INVOLVED IN THE SHARE OFFER</b> .....	50
<b>CORPORATE INFORMATION</b> .....	53
<b>INDUSTRY OVERVIEW</b> .....	55
<b>REGULATORY OVERVIEW</b> .....	65
<b>HISTORY, DEVELOPMENT AND REORGANISATION</b> .....	85
<b>BUSINESS</b> .....	93
<b>DIRECTORS AND SENIOR MANAGEMENT</b> .....	179
<b>RELATIONSHIP WITH CONTROLLING SHAREHOLDERS</b> .....	192
<b>SUBSTANTIAL SHAREHOLDERS</b> .....	199

---

## CONTENTS

---

<b>SHARE CAPITAL</b> .....	201
<b>FINANCIAL INFORMATION</b> .....	205
<b>FUTURE PLANS AND USE OF PROCEEDS</b> .....	259
<b>UNDERWRITING</b> .....	266
<b>STRUCTURE AND CONDITIONS OF THE SHARE OFFER</b> .....	275
<b>HOW TO APPLY FOR PUBLIC OFFER SHARES</b> .....	284
<b>APPENDIX I – ACCOUNTANTS’ REPORT</b> .....	I-1
<b>APPENDIX II – UNAUDITED PRO FORMA FINANCIAL INFORMATION</b> .....	II-1
<b>APPENDIX III – SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW</b> .....	III-1
<b>APPENDIX IV – STATUTORY AND GENERAL INFORMATION</b> .....	IV-1
<b>APPENDIX V – DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND AVAILABLE FOR INSPECTION</b> .....	V-1

## SUMMARY

*This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read this prospectus in its entirety before you decide to invest in the Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed “Risk Factors” in this prospectus. You should read that section carefully before you decide to invest in the Offer Shares. Various expressions used in this summary are defined in the section headed “Definitions and Glossary of Technical Terms” in this prospectus.*

### BUSINESS OVERVIEW

We are a Singapore-based contractor specialised in the medical and healthcare sectors with expertise in performing radiation shielding works. We mainly provide integrated design and building services for hospitals and clinics in Singapore. To a lesser extent, we are also engaged in providing maintenance and other services, as well as sales of tools and materials. The following table sets forth a breakdown of our revenue during the Track Record Period by business operations:

	FY2014/15		FY2015/16		FY2016/17		Three months ended 30 September			
	Revenue S\$'000	% of total revenue	Revenue S\$'000	% of total revenue	Revenue S\$'000	% of total revenue	Revenue S\$'000 (unaudited)	% of total revenue	Revenue S\$'000	% of total revenue
Integrated design and building services	12,869	97.2	9,331	95.3	14,571	97.6	4,352	97.3	3,937	97.6
Maintenance and other services	324	2.4	367	3.7	330	2.2	114	2.5	93	2.3
Sales of tools and materials	51	0.4	95	1.0	36	0.2	8	0.2	5	0.1
<b>Total</b>	<b>13,244</b>	<b>100.0</b>	<b>9,793</b>	<b>100.0</b>	<b>14,937</b>	<b>100.0</b>	<b>4,474</b>	<b>100.0</b>	<b>4,035</b>	<b>100.0</b>

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, we were awarded with 70, 58, 71 and 28 integrated design and building projects, respectively. The following table sets out a breakdown of our revenue derived from integrated design and building services by project nature and number of projects with revenue contribution to us during the Track Record Period:

	FY2014/15			FY2015/16			FY2016/17			Three months ended 30 September					
	No. of projects (Notes)	Revenue S\$'000	% of total revenue	No. of projects (Notes)	Revenue S\$'000	% of total revenue	No. of projects (Notes)	Revenue S\$'000	% of total revenue	No. of projects (Notes)	Revenue S\$'000 (unaudited)	% of total revenue	No. of projects (Notes)	Revenue S\$'000	% of total revenue
Public sector	41	5,850	45.5	38	5,381	57.7	33	7,426	51.0	11	1,744	40.1	15	2,309	58.6
Private sector	29	7,018	54.5	20	3,950	42.3	38	7,146	49.0	12	2,608	59.9	13	1,628	41.4
<b>Total</b>	<b>70</b>	<b>12,869</b>	<b>100.0</b>	<b>58</b>	<b>9,331</b>	<b>100.0</b>	<b>71</b>	<b>14,571</b>	<b>100.0</b>	<b>23</b>	<b>4,352</b>	<b>100.0</b>	<b>28</b>	<b>3,937</b>	<b>100.0</b>

**Notes:**

- Out of the 58 projects which contributed revenue to the FY2015/16, one project also contributed revenue to the FY2014/15.
- Out of the 71 projects which contributed revenue to the FY2016/17, four projects also contributed revenue to the FY2015/16.
- Out of the 28 projects which contributed revenue to the three months ended 30 September 2017, 11 projects also contributed revenue to FY2016/17.



## SUMMARY

In respect of the integrated design and building projects awarded to our Group during the Track Record Period, the following table sets out a breakdown of such projects based on their respective range of revenue recognised:

	Three months ended			
	30 September 2017			
	FY2014/15	FY2015/16	FY2016/17	FY2016/17
	No. of projects	No. of projects	No. of projects	No. of projects
<b>Revenue recognised</b>				
S\$1,000,000 or above	1	1	3	–
S\$500,000 to below S\$1,000,000	2	3	4	4
S\$100,000 to below S\$500,000	25	23	21	5
S\$50,000 to below S\$100,000	21	10	14	3
Below S\$50,000	21	21	29	16
	<u>70</u>	<u>58</u>	<u>71</u>	<u>28</u>
<b>Total</b>	<u>70</u>	<u>58</u>	<u>71</u>	<u>28</u>

The following table sets forth a list of our projects on hand as at 1 October 2017 as well as projects that have been awarded to us from 1 October 2017 up to the Latest Practicable Date:

No.	Customer	Total contract sum S\$'000	Actual/expected commencement date of works	Actual/expected date of completion of works	Amount of revenue recognised during the Track Record Period S\$'000	Amount of revenue expected to be recognised from 1 October 2017 to 30 June 2018 S\$'000	Amount of revenue expected to be recognised from 1 July 2018 to 30 June 2019 S\$'000
1	Penta-Ocean Construction Company Limited	3,370	August 2016	April 2018	3,210	160	–
2	Customer J	1,744	June 2017	November 2017	1,656	88	–
3	Canon Medical Systems Asia Pte. Ltd.	939	June 2017	June 2018	709	230	–
4	A construction contractor	120	June 2017	March 2018	80	40	–
5	Customer D	2,014	September 2017	May 2018	649	1,365	–
6	Customer D	581	September 2017	May 2018	187	394	–
7	Siemens Group	1,318	July 2017	May 2018	64	1,254	–
8	Customer C	288	September 2017	May 2018	5	283	–
9	Customer C	65	September 2017	May 2018	1	64	–
10	Customer C	211	September 2017	May 2018	4	207	–
11	Customer C	93	September 2017	May 2018	1	92	–
12	Siemens Group	483	August 2017	April 2018	228	255	–
13	Customer C	388	August 2017	April 2018	155	233	–
14	Siemens Group	323	September 2017	February 2018	103	220	–
15	A medical service provider	170	August 2017	April 2018	77	93	–
16	A construction contractor	53	August 2017	April 2018	19	34	–
17	Customer D	45	August 2017	November 2017	21	24	–
18	Customer D	26	August 2017	November 2017	7	19	–
19	Customer D	40	August 2017	November 2017	5	35	–
20	Customer D	647	October 2017	June 2018	–	647	–
21	Customer D	555	November 2017	May 2018	–	555	–

## SUMMARY

No.	Customer	Total contract sum S\$'000	Actual/expected commencement date of works	Actual/expected date of completion of works	Amount of revenue recognised during the Track Record Period S\$'000	Amount of revenue expected to be recognised from 1 October 2017 to 30 June 2018 S\$'000	Amount of revenue expected to be recognised from 1 July 2018 to 30 June 2019 S\$'000
22	Canon Medical Systems Asia Pte. Ltd.	94	November 2017	April 2018	-	94	-
23	Siemens Group	167	November 2017	April 2018	-	167	-
24	Siemens Group	90	November 2017	April 2018	-	90	-
25	Customer C	917	November 2017	April 2018	-	917	-
26	A construction contractor	144	November 2017	April 2018	-	144	-
27	A medical equipment vendor	15	October 2017	November 2017	-	15	-
28	A construction contractor	3	December 2017	December 2017	-	3	-
29	A construction contractor	7	December 2017	December 2017	-	7	-
30	A medical service provider	52	January 2018	February 2018	-	52	-
31	Canon Medical Systems Asia Pte. Ltd.	86	April 2018	June 2018	-	86	-
32	Siemens Group	53	January 2018	May 2018	-	53	-
33	A construction contractor	47	April 2018	June 2018	-	47	-
34	A medical equipment vendor	34	March 2018	March 2018	-	34	-
35	Customer D	309	January 2018	May 2018	-	309	-
36	A construction contractor	34	January 2018	March 2018	-	34	-
37	A construction contractor	1,117	June 2018	June 2019	-	86	1,031
38	A medical service provider	2	March 2018	March 2018	-	2	-
39	A medical service provider	2	March 2018	March 2018	-	2	-
40	A medical service provider	2	March 2018	March 2018	-	2	-
41	Siemens Group	28	January 2018	April 2018	-	28	-
42	QST Technologies Pte. Ltd.	30	March 2018	May 2018	-	30	-
43	QST Technologies Pte. Ltd.	45	July 2018	September 2018	-	-	45
44	Siemens Group	144	July 2018	October 2018	-	-	144
45	Siemens Group	38	July 2018	November 2018	-	-	38
46	Siemens Group	62	July 2018	November 2018	-	-	62
47	Siemens Group	340	July 2018	October 2018	-	-	340
48	Canon Medical Systems Asia Pte. Ltd.	182	February 2018	June 2018	-	182	-
49	Canon Medical Systems Asia Pte. Ltd.	214	March 2018	June 2018	-	214	-

**Note:**

- (1) Project No. 1 to No. 19 represented projects in our backlog as at 1 October 2017.
- (2) Project No. 1, No. 3 to No. 13, No. 15 to No. 16, No. 20 to No. 26, No. 32, No. 35, No. 41 to No. 42 and No. 48 to No. 49 represented projects in our backlog which have been commenced but not completed as at the Latest Practicable Date.
- (3) Project No. 31, No. 33, No. 37 and No. 43 to No. 47 represented the 8 projects in our backlog which had been awarded to us but not yet commenced as at the Latest Practicable Date.

---

## SUMMARY

---

### **Integrated design and building services**

We are experienced in undertaking turnkey solutions projects which comprise (i) preparation and consultation on building design and specifications, including in particular those involving irradiating medical equipment; (ii) performance of building works (mainly including radiation shielding works, M&E works and fitting-out works); and (iii) assisting to obtain statutory approvals and certifications for the building works.

Based on the types of medical facilities and, if necessary, irradiating medical equipment involved, we would prepare the design and specifications in relation to our radiation shielding and other related building works, and submit them for our customers' approval before commencement of the project. Depending on the nature of works to be carried out, our design and specifications may be submitted to registered professional engineer and/or licensed electrical worker for endorsement before project implementation.

In particular, our radiation shielding works mainly involve: (i) procurement of appropriate radiation shielding materials according to customers' specifications; (ii) fabrication of door frames and wall structures with the radiation shielding materials; and (iii) delivery and installation of the fabricated products at relevant work sites. The fabrication process of our radiation shielding products are mainly performed at the workshop in our headquarters. Our M&E works typically refer to the supply, installation, testing and commissioning of various types of systems, including (i) ACMV system; (ii) chiller system; (iii) electrical system; (iv) plumbing, sanitary and drainage system; (v) medical gas and suction system; (vi) data communication system; and (vii) fire protection system. Our fitting-out works typically refer to demolition works, carpentry works, structural works and other finishing works relating to ceiling, floor and walls.

### **Maintenance and other services**

Our maintenance services generally comprise conducting examinations, replacement of parts and repair works (if necessary) in relation to the radiation shielding works and M&E works completed by us for a fixed term typically on a yearly basis. Our other ancillary services generally include minor renovation and installation works, dismantling and disposal of used medical equipment, removal of construction waste materials, and cleaning of the work sites upon completion of building works. We also provide radiation shielding-related consultancy services which include provision of technical advice based on reports submitted to us by our customers for the testing results of their radiation shielding works.

### **Sales of tools and materials**

During the Track Record Period, a minor portion of our revenue is derived from the sale of tools and materials (such as radiation shielding products fabricated by us, signage boards, lead sheet and lead glass) mainly to medical service providers and medical equipment vendors on a case-by-case basis.

### **Our customers**

Our customers during the Track Record Period mainly included (i) multinational medical equipment vendors; (ii) medical service providers in Singapore including hospitals and clinics; and (iii) construction contractors engaged by project employers including the Singapore Government or medical service providers. For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the number of customers for our integrated design and building services with revenue contribution to our Group was 46, 51, 63 and 13, respectively. During the Track Record Period, a majority of our Group's revenue was derived from medical equipment vendors, which accounted for 62.8%, 92.7%, 51.4% and 58.7% of our total revenue for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, respectively.

## SUMMARY

The following table sets forth a breakdown of our revenue derived from our integrated design and building services during the Track Record Period by reference to the category of our customers:

	FY2014/15		FY2015/16		FY2016/17		Three months ended 30 September			
	S\$'000	%	S\$'000	%	S\$'000	%	2016 (unaudited)		2017	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Medical equipment vendors	8,077	62.8	8,652	92.7	7,482	51.4	2,648	60.9	2,310	58.7
Medical service providers	4,310	33.5	306	3.3	3,383	23.2	758	17.4	620	15.7
Construction contractors	482	3.7	373	4.0	3,706	25.4	946	21.7	1,007	25.6
<b>Total</b>	<b>12,869</b>	<b>100.0</b>	<b>9,331</b>	<b>100.0</b>	<b>14,571</b>	<b>100.0</b>	<b>4,352</b>	<b>100.0</b>	<b>3,937</b>	<b>100.0</b>

In general, where a medical service provider has decided on the medical equipment required in its facilities proposed to be put into operation, it would normally invite medical equipment vendors to participate in project tenders. The selected vendor would typically be responsible for (i) supplying and installing the relevant medical equipment; and (ii) ensuring the completion of all the related design and building works to facilitate the installation and functioning of such equipment. As a common industry practice, the medical equipment vendor would arrange to supply and install the equipment on its own, and subcontract the entire design and building works to a construction contractor (such as our Group).

### Our suppliers

Suppliers of goods and services which are specific to our business and are required on a regular basis to enable us to continue carrying on our business mainly include (i) our subcontractors; (ii) suppliers of building and radiation shielding materials; and (iii) suppliers of other miscellaneous services including services provided by third party professionals (such as surveying services and testing services), transportation service and rental of lifting machinery and equipment.

Depending on our available labour resources and the types of specialised works involved, we generally engaged our subcontractors to perform certain building works such as (i) M&E works relating to ACMV systems, chiller systems, and plumbing and sanitary systems; and (ii) fitting-out works involving carpentry works and other finishing works relating to ceilings, floors and walls. During the Track Record Period, we incurred subcontracting charges of approximately S\$3.4 million, S\$2.6 million, S\$3.2 million and S\$1.2 million, which accounted for 42.2%, 42.4%, 38.2% and 55.1% of our total costs of services/sales for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, respectively.

One of our top five suppliers, Supplier C, was also one of our customers during the Track Record Period. For further details, please refer to the section headed “Business – Suppliers – Top supplier who was also our customer” in this prospectus.

### Our major licences and registrations

Hwa Koon, our principal operating subsidiary, is registered under the workheads of CW01 (General Building) with “C1” grade, ME01 (Air-Conditioning, Refrigeration and Ventilation Works) with “L2” grade and ME11 (Mechanical Engineering) with “L1” grade under the CRS maintained by the BCA. Hwa Koon also holds a GB1 Licence granted by the BCA and a “L1” license issued by the RPNSD to possess for sale or deal in specified types of used ionising irradiating apparatus. For further details, please refer to the paragraph headed “Business – Licences and registrations” in this prospectus.

---

## SUMMARY

---

### COMPETITIVE LANDSCAPE AND OUR COMPETITIVE STRENGTHS

According to the Ipsos Report, the total output value of the construction of medical-related facilities in Singapore is forecasted to increase from approximately S\$2.3 billion in 2017 to approximately S\$3.1 billion in 2021, representing a CAGR of approximately 7.8%. Ipsos advised that the total output value of the medical-related construction industry in respect of radiation shielding works in Singapore and the financial information of the aforesaid active industry players are not available, the market share of our Group and the ranking of the industry players cannot be reliably ascertained.

We believe that our competitive strengths include: (i) our expertise in undertaking turnkey solutions projects in hospitals and clinics; (ii) our established track record in the medical-related construction industry in Singapore; (iii) our established relationships with some of our major customers; (iv) our stringent quality control and high safety standard and environmental impact control; and (v) our experienced and dedicated management team.

### BUSINESS STRATEGIES

We intend to pursue the following key business strategies: (i) acquiring an additional property for workshop and office use in order to accommodate the planned expansion of our manpower and to secure more spaces for the fabrication of our radiation shielding products; (ii) strengthening our manpower by recruiting additional staff in order to reduce our needs for subcontracting services and the associated expenses incurred therefrom and to increase our in-house capacity in undertaking more integrated design and building services projects; (iii) increasing our reserve for financing the issue of performance guarantees in favour of our customers; (iv) financing the acquisition of additional motor vehicles to accommodate the increase in transportation needs of our workers resulting from our planned expansion of manpower and additional machinery to carry out lifting and carpentry works; and (v) increasing our marketing efforts. For further information, please refer to the section headed “Business – Business strategies” in this prospectus.

### SALES AND MARKETING AND PRICING STRATEGY

During the Track Record Period, we secured new businesses mainly through direct invitations for tender or quotation by customers. Our Directors consider that due to our proven track record and our relationship with existing customers, we are able to leverage our existing customer base and our reputation in the medical-related construction industry in Singapore such that we do not rely heavily on marketing activities other than liaising with existing and potential customers from time to time for relationship building and management.

Our pricing is generally determined based on certain mark-up over our estimated costs, having regard to various factors such as the expected cost in direct relation to the project, the overhead costs and the prevailing market conditions. For further information, please refer to the paragraph headed “Business – Pricing strategy” in this prospectus.

### RISK FACTORS

Potential investors are advised to carefully read the section headed “Risk factors” in this prospectus before making any investment decision in the Offer Shares. Some of the more particular risk factors include the following: (i) a significant portion of our revenue was generated from contracts awarded by a limited number of customers and any significant decrease in the number of projects with our major customers may materially and adversely affect our financial condition and operating results; (ii) our revenue is mainly derived from our integrated design and building services for which our engagements with our customers are non-recurrent in nature and there is no guarantee that we will be able to secure new projects; (iii) reduction in the level of Singapore Government’s spending on the construction of medical related buildings or facilities may materially and adversely affect our business and financial position; (iv) any defects in our radiation shielding works may adversely affect our industry reputation and relationships with our customers; (v) failure to renew or any suspension or cancellation of any of our existing licences and registrations could materially affect our operations and financial performance; and (vi) we experienced a decline in our total revenue and gross profit in FY2015/16.

## SUMMARY

### FOREIGN EMPLOYEES

During the Track Record Period, we employed foreign employees from India, Malaysia, Bangladesh and the PRC. Our foreign workers are sourced and recruited through recruiting agencies. The employment of foreign workers is subject to various rules and regulations in Singapore, including but not limited to (i) the dependency ceilings based on the ratio of local to foreign workers; (ii) the quotas based on man year entitlements in respect of workers from NTS and the PRC; and (iii) security bonds requirements for non-Malaysian foreign workers. For further details, please refer to the section headed “Regulatory Overview – Employment matters” in this prospectus.

### CUSTOMER CONCENTRATION

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the percentage of our total revenue attributable to our top customer amounted to approximately 23.3%, 30.3%, 24.2% and 22.5%, respectively, while the percentage of our total revenue attributable to our top five customers combined amounted to approximately 83.6%, 82.0%, 68.2% and 85.3%, respectively. Our Directors consider that our Group’s business model is sustainable despite such customer concentration, which is discussed in detail in the section headed “Business – Customers – Customer concentration” in this prospectus.

### KEY OPERATIONAL AND FINANCIAL DATA

The following tables set forth our key operational and financial data during the Track Record Period:

	FY2014/15 or as at 30 June 2015	FY2015/16 or as at 30 June 2016	FY2016/17 or as at 30 June 2017	Three months ended 30 September 2017 or as at 30 September 2017
<i>(Expressed in S\$'000 except tender data and financial ratios)</i>				
<b>Results of operations</b>				
Revenue	13,244	9,793	14,937	4,035
Gross profit	5,273	3,606	6,505	1,777
Profit (loss) before taxation	4,120	3,021	6,069	(191)
Profit (loss) for the year/period	3,467	2,681	5,151	(439)
<b>Financial position</b>				
Non-current assets	662	686	747	722
Current assets	6,129	6,853	9,759	11,843
Non-current liability	14	17	26	24
Current liabilities	3,194	2,654	2,365	4,865
Net current asset	2,935	4,199	7,394	6,978
Total equity	<u>3,584</u>	<u>4,869</u>	<u>8,115</u>	<u>7,676</u>
	FY2014/15	FY2015/16	FY2016/17	From 1 July 2017 to the Latest Practicable Date
<b>Quotation success rate</b>				
Number of projects for which we have submitted quotations	57	74	89	93
Number of projects awarded	44	55	64	45
Success rate	77.2%	74.3%	71.9%	48.4%
<b>Tender success rate</b>				
Number of projects for which we have submitted tenders	3	2	4	2
Number of projects awarded	3	2	3	2
Success rate	100.0%	100.0%	75.0%	100.0%

## SUMMARY

	FY2014/15 or as at 30 June 2015	FY2015/16 or as at 30 June 2016	FY2016/17 or as at 30 June 2017	Three months ended 30 September 2017 or as at 30 September 2017
<i>(Expressed in S\$'000 except tender data and financial ratios)</i>				
<b>Key financial ratio</b>				
Gross profit margin	39.8%	36.8%	43.6%	44.0%
Net profit margin	26.2%	27.4%	34.5%	(10.9)% <i>(Note 4)</i>
Return on equity	96.7%	55.1%	63.5%	(5.7)% <i>(Note 5)</i>
Return on total assets	51.0%	35.6%	49.0%	(3.5)% <i>(Note 6)</i>
Current ratio	1.9	2.6	4.1	2.4
Trade receivables turnover days	53.9	75.8	68.6	85.7
Trade payables turnover days	12.3	30.4	41.8	35.3
Gearing ratio <i>(Note 3)</i>	45.6%	14.8%	0.0%	0.0%

	FY2014/15 S\$'000	FY2015/16 S\$'000	FY2016/17 S\$'000	Three months ended 30 September 2017 S\$'000
Net cash from operating activities	3,482	1,564	3,684	106
Net cash (used in)/from investing activities	(4)	(2,057)	1,953	(178)
Net cash used in financing activities	(1,469)	(2,163)	(2,721)	-
Net increase/(decrease) in cash and cash equivalents	2,009	(2,656)	2,916	(72)
Cash and cash equivalents at beginning of year/period	1,743	3,752	1,095	4,011
Cash and cash equivalents at end of year/period	3,752	1,095	4,011	3,939

**Notes:**

- In the above table, success rate for a financial year/period is calculated based on the number of projects awarded (whether awarded in the same financial year/period or subsequently) in respect of the tenders or quotations submitted during that financial year/period.
- Out of the 93 quotations submitted during the period from 1 July 2017 to the Latest Practicable Date, the results of 35 projects were pending as at the Latest Practicable Date.
- Gearing ratio is calculated as total borrowings (including finance lease liabilities and amounts due to related parties and directors) divided by the total equity as at the respective reporting dates.
- Our net profit margin for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 33.7%.
- Our return on equity for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 17.7%.
- Our return on total assets for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 10.8%.

Our gross profit amounted to approximately S\$5.3 million and approximately S\$3.6 million for FY2014/15 and FY2015/16 respectively, representing a decrease of approximately 32.1%, and our gross profit margin decrease from approximately 39.8% in FY2014/15 to approximately 36.8% in FY2015/16. Our revenue decreased from approximately S\$13.2 million for FY2014/15 to approximately S\$9.8 million for FY2015/16, representing a decrease of 25.8%. The decrease in our gross profit and the decrease in our gross profit margin was partly due to the decrease in our revenue in FY2015/16 which was in line with the industry trend. According to the Ipsos Report, the total output value of the construction of medical-related facilities (i.e. hospitals, medical centres and clinics) decreased from approximately S\$2.2 billion in 2015 to approximately S\$2.1 billion in 2016. As advised by Ipsos, such decrease was mainly attributable to the slight delay in construction activities on site in 2016 in relation to contracts awarded in the earlier years, which in turn led to a delay for new projects to start or commence works in the same year. As there were fewer medical-related construction projects available for tendering in Singapore in 2016, the total output value of the construction medical-related facilities had decreased accordingly.



---

## SUMMARY

---

Our gross profit amounted to approximately S\$3.6 million and approximately S\$6.5 million for FY2015/16 and FY2016/17 respectively, representing an increase of approximately 80.5%, while our gross profit margin increased from approximately 36.8% in FY2015/16 to approximately 43.6% in FY2016/17. Our revenue increased from approximately S\$9.8 million for FY2015/16 to approximately S\$14.9 million for FY2016/17, representing an increase of 52.0%.

Our gross profit amounted to approximately S\$1.9 million and approximately S\$1.8 million for three months ended 30 September 2016 and three months ended 30 September 2017 respectively, representing a decrease of approximately 5.3%, while our gross profit margin increased from approximately 41.9% for three months ended 30 September 2016 to approximately 44.0% for three months ended 30 September 2017.

Our trade receivables which were aged over 90 days were approximately S\$391,000 as at 30 June 2015, S\$170,000 as at 30 June 2016, S\$803,000 as at 30 June 2017 and S\$910,000 as at 30 September 2017, which was mainly attributable to the relevant customers' longer internal procedures as indicated by such customers, which delayed the settlement to us.

Our trade payables turnover days were approximately 12.3 days for FY2014/15, approximately 30.4 days for FY2015/16, approximately 41.8 days for FY2016/17 and approximately 35.3 days for the three months ended 30 September 2017, which was primarily affected by (i) the increase in trade payables balance near the respective year end dates mainly because of the actual works performed by our subcontractors near each year end; and (ii) the different credit periods granted by different suppliers.

For FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the government grants received by our Group, which mainly included wage credits granted under the Wage Credit Scheme, payments under the Productivity and Innovation Credit Scheme and payments under Temporary Credit Scheme, amounted to approximately S\$23,000, S\$10,000, S\$14,000 and S\$1,000 respectively. Going forward, our Directors expect that our Group will continue to be eligible for receiving government grants under the aforesaid schemes, subject to any unforeseen changes in the relevant policies of the Singapore Government.

Our profit and total comprehensive income for the year increased from approximately S\$2.6 million for FY2015/16 to approximately S\$5.2 million for FY2016/17. Such increase was partly a result of the increase in our revenue and gross profit, and was also partly attributable to the one-off gain on disposal of available-for-sale financial assets of S\$128,000 recognised in FY2016/17 while no such gain was recognised in FY2015/16.

Our profit and total comprehensive income for the period attributable to owners of our Company decreased from approximately S\$1.5 million for the three months ended 30 September 2016 to loss and total comprehensive expense for the period attributable to owners of our Company of approximately S\$439,000 for the three months ended 30 September 2017. Such change from profit to loss was mainly due to the recognition of listing expenses during the period.

For further discussion on our performance during the Track Record Period, please refer to the section headed "Financial information" in this prospectus.

### CONTROLLING SHAREHOLDERS

Immediately following completion of the Share Offer and the Capitalisation Issue (without taking into account the Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme), each of our ultimate Controlling Shareholders, Mr. Ang, Mr. Ong and Mr. Koh, acting in concert as a group of Controlling Shareholders and through Skylight Illumination, indirectly held in aggregate 75% interest in our Company. Please refer to the section headed "Relationship with our Controlling Shareholders" in this prospectus for further details.

Mr. Ang is the chairman of our Company and a non-executive Director. Mr. Koh is our chief executive officer and executive Director. Mr. Ong is our executive Director. Please refer to the section headed "Directors and senior management" in this prospectus for the biographical information of Mr. Ang, Mr. Koh and Mr. Ong.



---

## SUMMARY

---

### LITIGATION AND CLAIMS

During the Track Record Period, we were involved in a number of concluded cases, including (i) one contractual claim commenced by us against our customer in relation to the recovery of payment overdue for the sum of S\$77,000; (ii) two negligence claims commenced by independent third parties in relation to two motor vehicle accidents which involved the alleged negligence of our workers whilst driving our motor vehicles, causing the accidents and resulting in death and/or injury to the independent third parties; and (iii) one work injury claim filed by an injured worker against us in relation to a workplace accident. For further details, please refer to the section headed “Business – Litigation and claims – Concluded cases” in this prospectus.

### OFFERING STATISTICS

Number of the Offer Shares	:	200,000,000 Shares		
Offer Price	:	Not more than HK\$0.55 per Offer Share and is expected to be not less than HK\$0.45 per Offer Share (excluding brokerage, Stock Exchange trading fee and SFC transaction levy)		
			<b>Based on an Offer Price of HK\$0.45</b>	<b>Based on an Offer Price of HK\$0.55</b>
			<i>HK\$</i>	<i>HK\$</i>
Market capitalisation		360,000,000		440,000,000
Unaudited pro forma adjusted combined net tangible assets per Share attributed to the Shareholders <sup>(Note)</sup>		0.15		0.17

*Note:* Please refer to Appendix II to this prospectus for the bases and assumptions in calculating this figure.

### LISTING EXPENSES

Our Directors estimate that the total amount of expenses in relation to the Listing is approximately HK\$26.0 million. Out of the amount of approximately HK\$26.0 million, approximately HK\$8.6 million is directly attributable to the issue of the Listing and is expected to be accounted for as a deduction from equity upon Listing. The remaining amount of approximately HK\$17.4 million, which cannot be so deducted, shall be charged to profit or loss. Of the approximately HK\$17.4 million that shall be charged to profit or loss, approximately HK\$10.2 million has been charged during the Track Record Period, and approximately HK\$7.2 million is expected to be incurred for the remaining nine months of FY2017/18. Expenses in relation to the Listing are non-recurring in nature. Our Group's financial performance and results of operations for FY2017/18 will be affected by the estimated expenses in relation to the Listing.

### FUTURE PLANS AND USE OF PROCEEDS

The net proceeds to be received by us from the Share Offer based on the Offer Price of HK\$0.50 per Share being the mid-point of the indicative Offer Price range of HK\$0.45 per Offer Share to HK\$0.55 per Offer Share, after deducting related expenses in connection with the Share Offer, are estimated to be approximately HK\$74.0 million. Our Directors presently intend that the net proceeds will be applied as follows: (i) approximately HK\$34.0 million, representing approximately 45.9% of the estimated net proceeds, will be used for the acquisition of an additional property for workshop and office use; (ii) approximately HK\$21.5 million, representing approximately 29.1% of the estimated net proceeds, will be used for strengthening our manpower by recruiting additional staff; (iii) approximately HK\$4.8 million, representing approximately 6.5% of the estimated net proceeds, will be used for increasing our reserve for financing the issue of performance guarantees in favour of our customers; (iv) approximately HK\$5.1 million, representing approximately 6.9% of the estimated net proceeds, will be used for financing the acquisition of additional motor vehicles and machinery; (v) approximately HK\$2.3 million, representing approximately 3.1% of the estimated net proceeds, will be used for increasing our marketing efforts; and (vi) approximately HK\$6.3 million, representing approximately 8.5% of the estimated net proceeds, will be used as our general working capital.

---

## SUMMARY

---

### DIVIDEND

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, we declared dividends of S\$2.5 million, S\$1.3 million, S\$2.0 million and nil, respectively to our then shareholders. All such dividends had been fully paid and we financed the payment of such dividends by internal resources.

The declaration and payment of future dividends will be subject to the decision of the Board having regard to various factors, including but not limited to our operation and financial performance, profitability, business development, prospects, capital requirements, and economic outlook. It is also subject to any applicable laws. The historical dividend payments may not be indicative of future dividend trends. We do not have any predetermined dividend payout ratio.

### RECENT DEVELOPMENT

The aggregate number of our integrated design and building projects on hand as at 1 October 2017 (including projects that have commenced but not completed as well as projects that have been awarded to us but not yet commenced) and projects that were awarded to us from 1 October 2017 to the Latest Practicable Date was 49. Out of the 49 projects, 14 projects were completed as at the Latest Practicable Date. For the remaining 35 projects which represented projects in our backlog as at the Latest Practicable Date, a total amount of S\$5.4 million was recognised as our revenue during the Track Record Period and it is estimated that a total amount of approximately S\$10.0 million will be recognised as our revenue after the Track Record Period.

According to the Ipsos Report, various healthcare facilities construction projects that were planned to commence in 2017 are currently at their early stage of work. Such projects include the new national cancer centre that has commenced work in May 2017 and is expected to be completed in May 2020; an integrated intermediate care hub at Jalan Tan Tock Seng for which the construction work has commenced in February 2017; and an extensive redevelopment and expansion master plan for the Singapore General Hospital Campus which will span across the next two decades. New clean rooms and radiology-related facilities are generally required in the new healthcare facilities and thus driving the demand for medical-related construction services in respect of radiation shielding works. The total output value of the construction of medical-related facilities in Singapore is forecasted to increase from approximately S\$2.3 billion in 2017 to approximately S\$3.1 billion in 2021, representing a CAGR of approximately 7.8%. In view of the forecasted increase in demand for integrated design and building services for the medical and healthcare sectors in Singapore in the coming years, our Directors expect that we will obtain a growth in the number of projects requiring radiation shielding works.

Our Directors confirm that, save for the expenses in connection with the Listing, up to the date of this prospectus, there has been no material adverse change in our financial or trading position or prospects since the 30 September 2017 and there had been no events since 30 September 2017 which would materially affect the information shown in our combined financial information included in the accountant's report set out in Appendix I to this prospectus.

### REASONS FOR LISTING

Our Directors believe that the Listing will benefit our Group as it will (i) allow our Group to gain access to equity capital market funding; and (ii) increase the profile of our Group and enable our Group to be considered more favourably by our customers, suppliers and bankers, given that a listed company is subject to ongoing regulatory compliance for announcements, financial disclosure and corporate governance. In addition, we intend to implement our business strategies and future plans as detailed in this section and the paragraph headed "Business – Business strategies" in this prospectus, which require funding and are intended to be financed by the proceeds from the Share Offer.

Our Directors had considered and evaluated different listing venues including Hong Kong and Singapore and have concluded that Hong Kong is the suitable venue to pursue a listing after taking into account the liquidity of the stock market in Hong Kong. For further details, please refer to the paragraph headed "Future plans and use of proceeds – Reasons for listing" in this prospectus.

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

*In this prospectus, unless the context otherwise requires, the following expressions have the following meanings.*

“Acting in Concert Confirmation”	the confirmation dated 7 September 2017 executed by Mr. Ang, Mr. Ong and Mr. Koh, our Controlling Shareholders, whereby they confirmed their acting in concert arrangements. For details, please refer to the section headed “Relationship with Controlling Shareholders”
“ACMV”	air conditioning and mechanical ventilation
“Application Form(s)”	<b>WHITE</b> Application Form(s) and <b>YELLOW</b> Application Form(s), or where the context so requires, any of them, relating to the Public Offer
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on 15 March 2018, a summary of which is set out in Appendix III to this prospectus, and as amended from time to time
“associate(s)”	has the meaning ascribed thereto it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“BCA”	the Building and Construction Authority of Singapore, an agency under the Ministry of National Development of the Singapore Government
“bizSAFE”	a five-step programme to assist companies to build up their workplace safety and health capabilities in order to achieve quantum improvements in safety and health standards at the workplace, and organised under the Workplace Safety and Health Council of Singapore Government
“Board” or “Board of Directors”	the board of Directors of our Company
“Sole Bookrunner”	Head & Shoulders Securities Limited
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“CAGR”	compounded annual growth rate
“Capitalisation Issue”	the allotment and issue of 599,990,000 new Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Further Information about our Company and its Subsidiaries – 3. Resolutions in writing of the then sole Shareholder passed on 15 March 2018” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participants”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Central Provident Fund” or “CPF”	Central Provident Fund of Singapore, which is a comprehensive social security system that enables working Singapore citizens and permanent residents to set aside funds for retirement
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law” or “Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Company” or “our Company”	HKE Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 18 August 2017 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 13 October 2017
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“Contractors Registration System” or “CRS”	the Contractors Registration System administered by the BCA, which serves the construction and construction-related procurement needs of the public sector including Singapore Government ministries and statutory boards, under which, registration is required if companies wishing to participate in construction tenders or as subcontractors for the public sector
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, means Mr. Ang, Mr. Ong, Mr. Koh and Skylight Illumination
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“CW01”	one of the construction workheads classified under the Contractors Registration System where the title of the CW01 workhead is “General Building” and it refers to a range of general building works as further set forth in the section headed “Regulatory overview” in this prospectus
“Deed of Indemnity”	the deed of indemnity dated 15 March 2018 given by our Controlling Shareholders in favour of our Company regarding certain indemnities, details of which are set out in the paragraph headed “Other Information – 2. Tax and other indemnities” in Appendix IV to this prospectus

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Deed of Non-Competition”	the deed of non-competition dated 15 March 2018 given by our Controlling Shareholders in favour of our Company regarding certain non-competition undertakings, details of which are set out in the section headed “Relationship with Controlling Shareholders – Deed of Non-competition” in this prospectus
“Director(s)” or “our Director(s)”	the director(s) of our Company
“FSSD”	Fire Safety and Shelter Department of the Singapore Government
“FY2014/15”	the financial year ended 30 June 2015
“FY2015/16”	the financial year ended 30 June 2016
“FY2016/17”	the financial year ended 30 June 2017
“FY2017/18”	the financial year ending 30 June 2018
“GB Licence(s)”	general builder licence(s) issued by the BCA under the Licensing of Builders Scheme, details of which are set forth in the section headed “Regulatory Overview” in this prospectus
“GB1 Licence”	GB1 Licence refers to Class 1 General Builder Licence and a builder with such a licence is allowed to undertake projects of unlimited value
“GB2 Licence”	GB2 Licence refers to Class 2 General Builder Licence and a builder with such a licence is restricted to undertake projects of S\$6 million or less
“Group”, “we”, “us” or “our Group”	our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, our present subsidiaries and the businesses operated by such subsidiaries or their predecessors (as the case may be)

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“high density interlocking blocks”	concrete blocks manufactured in an interlocking design used for radiation shielding
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of our Company
“Hwa Koon”	Hwa Koon Engineering Pte Ltd, an exempt private company limited by shares incorporated in Singapore on 5 April 1994 and prior to the Reorganisation owned as to 51% by Mr. Ang, 34% by Mr. Ong and 15% by Mr. Koh, and upon completion of the Reorganisation indirectly wholly-owned by our Company
“IFRSs”	International Financial Reporting Standards
“independent third party(ies)”	an individual(s) or a company(ies) who or which is/are independent and not connected with (within the meaning of the Listing Rules) any of our Directors, chief executive, substantial Shareholders of our Company or any of its subsidiaries, or any of their respective associates
“Ipsos”	Ipsos Pte. Ltd., an independent market research agency, which is an independent third party
“Ipsos Report”	a market research report commissioned by us and prepared by Ipsos on the overview of the industry in which our Group operates

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“ISO”	an acronym for a series of quality management and quality assurance standards published by International Organisation for Standardization, a non-government organization based in Geneva, Switzerland, for assessing the quality systems of business organisations
“ISO 9001”	a quality management system standard that is based on a number of quality management principles including a strong customer focus, the motivation and implication of top management, the process approach and continual improvement
“ISO 9001:2008”	the 2008 version of the ISO 9001 standard
“ISO 14001”	an environmental management system standard that maps out a framework that a company or organisation can follow to set up an effective environmental management system, to provide assurance to company management and employees as well as external stakeholders that environmental impact is being measured and improved
“ISO 14001:2004”	the 2004 version of the ISO 14001 standard
“Latest Practicable Date”	19 March 2018, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus prior to its publication
“Licensing of Builders Scheme”	the Licensing of Builders Scheme administered by the Building and Construction Authority of Singapore, which aims to raise professionalism among builders by requiring them to meet minimum standards of management, safety record and financial solvency
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Wednesday, 18 April 2018, on which dealings in the Shares first commence on the Main Board



---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, as amended, modified and supplemented from time to time
“Main Board”	the Main Board of the Stock Exchange
“M&E”	mechanical and electrical
“ME01”	one of the mechanical and electrical workheads classified under the Contractors Registration System, where the title of the ME01 workhead is “Air-conditioning, Refrigeration and Ventilation Works” and it refers to the installation, commissioning, maintenance and repairs of air-conditioning, refrigeration, cold rooms, and ventilation systems; further details of which are set forth in the section headed “Regulatory Overview” in this prospectus
“ME11”	one of the mechanical and electrical workheads classified under the Contractors Registration System, where the title of the ME11 workhead is “Mechanical Engineering” and it refers to the installation, commissioning, maintenance and repair of mechanical plant, machinery and systems, and includes the installation and maintenance of power generation and turbine systems; further details of which are set forth in the section headed “Regulatory Overview” in this prospectus
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on 15 March 2018, a summary of which is set out in Appendix III to this prospectus, and as amended from time to time
“MOM”	Ministry of Manpower of the Singapore Government
“Mr. Ang” or “Mr. KM Ang”	Mr. Ang Kong Meng (洪坤明), our non-executive Director, chairman of our Board and one of our Controlling Shareholders
“Mr. Koh”	Mr. Koh Lee Huat (許利發), our executive Director, our chief executive officer and one of our Controlling Shareholders

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Mr. Ong” or “Mr. Ryan Ong”	Mr. Ryan Ong Wei Liang (王威量), our executive Director and one of our Controlling Shareholders
“NAS”	an acronym for North Asian Sources countries, which include countries such as Hong Kong (holders of HKSAR passports), Macau, South Korea and Taiwan
“Nomination Committee”	the nomination committee of the Board
“NTS”	an acronym for Non-Traditional Sources countries, which include countries such as India, Sri Lanka, Thailand, Bangladesh, Myanmar and Philippines
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for or issued pursuant to the Share Offer
“Offer Share(s)”	the Public Offer Shares and the Placing Shares
“OHSAS 18001”	an international standard setting out requirements for an occupational health and safety management system developed for managing the occupational health and safety risks associated with a business
“OHSAS 18001:2007”	the 2007 version of the OHSAS 18001 standard
“Philosophy Global”	Philosophy Global Limited, a company incorporated in the BVI on 29 May 2017 with liability limited by shares, and owned as to 51% by Mr. Ang, 34% by Mr. Ong and 15% by Mr. Koh prior to the completion of the Reorganisation, and upon completion of the Reorganisation directly wholly-owned by our Company
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriter at the Offer Price to selected professional, institutional and other investors as set out in the section headed “Structure and Conditions of the Share Offer” in this prospectus

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Placing Shares”	the 180,000,000 Shares being initially offered by our Company for subscription at Offer Price pursuant to the Placing, subject to re-allocation as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Placing Underwriter”	the underwriter of the Placing, who is expected to enter into the Placing Underwriting Agreement to underwrite the Placing
“Placing Underwriting Agreement”	the conditional underwriting and placing agreement relating to the Placing expected to be entered into on or about Wednesday, 4 April 2018 by, among others, our Company, the Sole Bookrunner and the Placing Underwriter, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“PRC”	the People’s Republic of China, which for the purpose of this prospectus, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“Price Determination Agreement”	the agreement to be entered into by the Sole Bookrunner (for itself and on behalf of the Underwriter) and our Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around Wednesday, 4 April 2018, on which the Price Determination Agreement is entered into but in any event no later than Friday, 6 April 2018
“Public Offer”	the offer of the Public Offer Shares for subscription by the members of the public in Hong Kong for cash at the Offer Price (plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), payable in full on application, and subject to the terms and conditions described in this prospectus and the Application Forms

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Public Offer Shares”	the 20,000,000 Shares initially being offered for subscription under the Public Offer, subject to re-allocation as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Public Offer Underwriter”	the underwriter of the Public Offer whose name is set out in the section headed “Underwriting – Public Offer Underwriter” in this prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 27 March 2018 relating to the Public Offer entered into between, among others, our Controlling Shareholders, our executive Directors, our Company and the Public Offer Underwriter, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as described in the paragraph headed “History, Development and Reorganisation – Reorganisation” in this prospectus
“RPNSD”	the Radiation Protection and Nuclear Science Department of the Singapore Government
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Public Offer and the Placing

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 15 March 2018, the principal terms of which are summarised in the paragraph headed “Other Information – 1. Share Option Scheme” in Appendix IV to this prospectus
“Siemens Group”	collectively, Siemens Healthcare Pte. Ltd. and Siemens Pte. Ltd., both of which are subsidiaries of Siemens AG, the shares of which are listed on the Frankfurt Stock Exchange, and which together were our Group’s major customer during the Track Record Period
“Singapore”	the Republic of Singapore
“Singapore dollars” or “S\$”	Singapore dollars, the lawful currency of Singapore
“Singapore Government”	the government of Singapore
“Singapore Legal Adviser”	Shook Lin & Bok LLP, the legal adviser to our Company as to Singapore laws
“Skylight Illumination”	Skylight Illumination Limited, a company incorporated in the BVI on 29 May 2017 with liability limited by shares and owned by as to 51% by Mr. Ang, 34% by Mr. Ong and 15% by Mr. Koh
“Sponsor”	Dakin Capital Limited, the sponsor to our Company’s application for the Listing and a licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activity
“sq.ft.”	square foot
“sq.m.”	square metre
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial Shareholder”	has the meaning ascribed to it under the Listing Rules and details of our substantial Shareholders are set out in the section headed “Substantial Shareholders” in this prospectus

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017
“turnkey solutions project”	our integrated design and building project which comprises (i) preparation and consultation on building design and specifications including in particular those involving irradiating medical equipment; (ii) performance of building works (mainly including radiation shielding works, M&E works and fitting-out works); and (iii) assisting to obtain statutory approvals and certifications for the building works
“Underwriter”	the Public Offer Underwriter and the Placing Underwriter, details of which are set out in the section headed “Underwriting” in this prospectus
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. Securities Act”	United States Securities Act of 1933, as amended, modified and supplemented from time to time
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America
“ <b>WHITE</b> Application Form(s)”	the application form(s) for use by the public who require(s) such Public Offer Shares to be issued in the applicant’s or applicants’ own name(s) and to be completed in accordance with the instructions in the section headed “How to apply for Public Offer Shares” in this prospectus
“workheads”	work categories as sub-classified under the seven major categories of registration under the Contractors Registration System in Singapore; further details of which are set forth in the section headed “Regulatory overview” in this prospectus

---

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

---

“ <b>YELLOW</b> Application Form(s)”	the application form(s) for use by the public who require(s) such Public Offer Shares to be deposited directly into CCASS and to be completed in accordance with the instructions in section headed “How to apply for Public Offer Shares” in this prospectus
“%”	per cent

---

## FORWARD-LOOKING STATEMENTS

---

This prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. In some cases the words such as “aim”, “anticipate”, “believe”, “estimate”, “expect”, “going forward”, “intend”, “may”, “plan”, “potential”, “predict”, “propose”, “seek”, “should”, “will”, “would” and other similar expressions are used to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to:

- our Group’s business and operating strategies and plans of operation;
- the amount and nature of, and potential for, future development of our Group’s business;
- our Company’s dividend distribution plans;
- the regulatory environment as well as the general industry outlook for the industry in which our Group operates;
- future developments in the industry in which our Group operates; and
- the trend of the economy of Singapore and the world in general.

These statements are based on various assumptions, including those regarding our Group’s present and future business strategy and the environment in which our Group will operate in the future.

Our Group’s future results could differ materially from those expressed or implied by such forward-looking statements. In addition, our Group’s future performance may be affected by various factors including, without limitation, those discussed in the sections headed “Risk Factors” and “Financial Information” of this prospectus.

Should one or more risks or uncertainties stated in the aforesaid sections materialise, or should any underlying assumptions prove to be incorrect, actual outcomes may vary materially from those indicated. Prospective investors should therefore not place undue reliance on any of the forward-looking statements. All forward-looking statements contained in this prospectus are qualified by reference to the cautionary statements as set out in this section.

In this prospectus, statements of, or references to, our Group’s intentions or those of any of our Directors are made as at the date of this prospectus. Any such intentions may change in light of future developments.



---

## RISK FACTORS

---

*Potential investors should carefully consider all of the information set out in this prospectus and, in particular, should consider the following risks and special consideration associated with an investment in our Company before making any investment decision in relation to the Offer Shares. If any of the possible events as described below materialises, our Group's business, financial position and prospects could be materially and adversely affected and the trading prices of the Shares could decline due to any of these risks, and you may lose all or part of your investment.*

*This prospectus contains certain forward-looking statements relating to our Group's plans, objectives, expectations and intentions which involve risks and uncertainties. Our Group's actual results may differ materially from those as discussed in this prospectus. Factors that could contribute to such differences are set out below as well as in other parts in this prospectus.*

### **RISKS RELATING TO OUR BUSINESS**

**A significant portion of our revenue was generated from contracts awarded by a limited number of customers and any significant decrease in the number of projects with our major customers may materially and adversely affect our financial condition and operating results**

A significant portion of our revenue was derived from a limited number of customers during the Track Record Period. Our top five customers for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017 accounted for approximately 83.6%, 82.0%, 68.2% and 85.3% of our revenue respectively. During the Track Record Period, we secured new businesses mainly through direct invitation for quotation or tender by our customers, and contracts are normally awarded to us by our customers through a tendering process. There is no assurance that we will continue to obtain contracts from our major customers in the future. If there is a significant decrease in the number of projects awarded by our major customers, and we are unable to secure suitable projects of a comparable size and quantity as replacements from other customers, our financial condition and operating results would be materially and adversely affected.

Our trade receivables which were aged over 90 days were approximately S\$391,000 as at 30 June 2015, S\$170,000 as at 30 June 2016, S\$803,000 as at 30 June 2017 and S\$910,000 as at 30 September 2017, which was mainly attributable to the relevant customers' longer internal procedures as indicated by such customers, which delayed the settlement to us. In the event that our major customers experience any liquidity problem, this may result in delay or default of payments to us, in which case the business, financial position and prospects of our Group could be materially and adversely affected.

---

## RISK FACTORS

---

**Our revenue is mainly derived from our integrated design and building services for which our engagements with our customers are non-recurrent in nature and there is no guarantee that we will be able to secure new projects**

During the Track Record Period, we provide integrated design and building services to our customers on a project-by-project basis and our engagements with our customers are non-recurrent in nature. Therefore, our customers are under no obligation to continue to award contracts to us and there is no guarantee that we will be able to secure new contracts in the future. Accordingly, the number and scale of contracts and the amount of revenue that we are able to derive therefrom are affected by a series of factors including but not limited to changes in our customers' businesses, poor market conditions and lack of funds on the part of project owners. Consequentially, our revenue may vary significantly from period to period, and it may be difficult to forecast the volume of our future business.

For each of FY2014/15, FY2015/16, FY2016/17 and for the period from 1 July 2017 and up to the Latest Practicable Date, the tenders and quotations success rate for our integrated design and building services was 78.3%, 75.0%, 72.0% and 49.5%, respectively. Our tenders and quotations success rate is affected by a range of factors including our pricing and tender strategy, competitors' tender and pricing strategy, level of competition and our customers' evaluation standards. There is no guarantee that we will be able to achieve a tenders and quotations success rate similar to those during the Track Record Period in the future. Depending on the then market condition and competitive landscape, we may have to lower our pricing or adjust our tender strategy in order to maintain the competitiveness of our tenders and quotations.

In the event that our Group fails to secure new projects from our customers of contract values, size and/or margins comparable to existing ones, our business and financial performance and results of operations will be materially and adversely affected.

**Reduction in the level of Singapore Government's spending on the construction of medical related buildings or facilities may materially and adversely affect our business and financial position**

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, 45.5%, 57.7%, 51.0% and 58.6% of our total revenue was derived from providing integrated design and building services in public sector projects of which the project owners are the Singapore Government or statutory bodies. Therefore, a significant portion of our Group's business is attributable to the Singapore Government's policies and expenditure on the medical and healthcare sectors. There is no assurance that the Singapore Government will continue to commit to similar level of expenditure on the medical-related infrastructure or make comparable efforts in attracting investments in the medical and healthcare sectors.

---

## RISK FACTORS

---

If the Singapore Government formulates policies which reduce its support for the medical and healthcare sectors, there may be a reduction in government expenditure on the medical-related infrastructure and/or a reduction in investments in new medical facilities, or upgrading or expansion of existing medical facilities. In the event of a reduced number of medical-related construction projects available for tender or quotation, our business and financial position and prospects could be materially and adversely affected.

**Any significant cost overruns may materially and adversely affect our business operation and financial performance**

Our revenue is largely derived from our integrated design and building projects. The contract sum quoted in the tender or quotation is determined after evaluation of our scope of work and taking into account all related costs involved including estimated costs for building and radiation shielding materials, manpower required and subcontracting services (if necessary). For further details on our pricing strategy, please refer to the paragraph headed “Business – Pricing strategy” in this prospectus.

There is no specific clause in relation to price adjustment in our contracts with our customers which allow us to pass on any substantial increase in our cost of services to our customers. Our profitability is therefore dependent on our ability to obtain competitive quotations from our suppliers and/or subcontractors at or below our estimated costs, and our ability to execute the projects efficiently.

There is no assurance that our actual costs incurred will not exceed the estimated costs, due to under-estimation of costs, excessive wastage, inefficiency, damage or unforeseen additional costs incurred during the course of the contract. Any under-estimation of costs, delay or other circumstances resulting in cost overruns may adversely affect our profitability, business operation and financial performance.

**Any defects in our radiation shielding works may adversely affect our industry reputation and relationships with our customers**

Our radiation shielding works are generally undertaken for preventing leakage of radiation emitted by irradiating medical apparatus from medical facility rooms. The reliability of our radiation shielding works are affected by numerous factors including but not limited to (i) the radiation shielding materials sourced from our suppliers; (ii) the fabrication process undertaken by us; and (iii) the complexity of our customers’ requirements and specifications. In the event that our customers discover any defects with our radiation shielding works, it may adversely affect our reputation in the medical-related construction industry and our customers may decline to engage us in their future projects.

---

## RISK FACTORS

---

### **Failure to renew or any suspension or cancellation of any of our existing licences and registrations could materially affect our operations and financial performance**

Hwa Koon, our principal operating subsidiary, is registered under the workheads of CW01 (General Building) with “C1” grade, ME01 (Air-Conditioning, Refrigeration and Ventilation Works) with “L2” grade and ME11 (Mechanical Engineering) with “L1” grade under the CRS maintained by the BCA. Hwa Koon also holds a GB1 Licence granted by the BCA and a “L1” license issued by the RPNSD to possess for sale or deal in specified types of used ionising irradiating apparatus.

Our ability to maintain our aforesaid licences and registrations is crucial to our business operation. There are certain financial, personnel, track record, certification and/or other requirements that we have to comply with in order to maintain such licences and registrations. For further details on our licences and registrations, please refer to the sections headed “Regulatory overview – Licensing regime for builders and contractors in Singapore” and “Business – Licences and registrations” and “Regulatory overview – Radiation protection” in this prospectus.

If we fail to comply with the applicable requirements or any required conditions, our licences and registrations may be downgraded, suspended, cancelled or denied renewal upon their respective expiry. In such an event, we may be unable to tender for certain projects or undertake certain types of building works, thereby materially and adversely affecting our business, financial position, results of operations and prospect.

### **Our profitability and financial performance may be affected by our planned acquisition of an additional property as our workshop and office, if our revenue fails to increase proportionately**

Our Group intends to apply approximately 45.9% of our net proceeds from the Share Offer to acquire an additional property as our workshop and office so as to cater for the increase in space requirements associated with our planned expansion in our manpower, to further expand our fabrication capacity for radiation shielding products and to develop our in-house capacity for carpentry works. For further details on our future plans and intended use of the net proceeds, please refer to the section headed “Future plans and use of proceeds” in this prospectus.

As a result of the aforesaid planned acquisition, it is expected that additional depreciation will be charged to our profit and loss account and may therefore affect our financial performance and operating results. Based on the accounting policies adopted by our Group, it is estimated that additional depreciation expenses on properties of approximately S\$0.1 million will be incurred for each financial year as a result of such acquisition.

---

## RISK FACTORS

---

Our planned acquisition of an additional property will increase our recurring costs (including depreciation expenses) and the overall valuation of our total assets, while there is no guarantee that our revenue will increase proportionately as a result of such investments. If we are unable to generate more revenue following such investments, our profitability and financial performance (including return on equity ratio and shareholders' investment return) may be adversely affected.

**Inability to attract and/or retain management staff and/or qualified personnel for our various licence and registrations with the BCA will adversely affect our operations and financial performance**

Our Directors believe that our success, to a large extent, is attributable to, among other things, the contribution of our management team led by Mr. Koh, our executive Director and chief executive officer. Details of their background and experience of our management team are set out in the section headed "Directors and senior management" in this prospectus.

Our key personnel together with their operational and management experience in the medical-related construction industry have provided significant contributions to various key aspects of our business, including maintenance of customer relationships, pricing strategy, technical skills involved in project execution, etc. We also rely on our experienced senior management team to ensure the smooth operation of our projects, including adhering to the quality and safety standards.

Further, in order to maintain our GB1 Licence and various registrations under the CRS with the BCA, we are required to appoint individuals with appropriate qualifications and/or experience for fulfilling the relevant personnel requirements. For further details of such requirements, please refer to the section headed "Regulatory Overview – Licensing regime for builders and contractors in Singapore" in this prospectus.

There is no assurance that our existing qualified personnel will not resign or otherwise cease to serve our Group in the future. In such event, if we are unable to appoint appropriate individual as replacement in a timely manner or at all, our ability to maintain our GB1 Licence and/or various registrations under the CRS with the BCA will be adversely affected.

---

## RISK FACTORS

---

Our Group's success and growth therefore depends on our ability to identify, hire, train and retain suitable management staff and qualified personnel for our various licence and registrations with the BCA. If any of our management staff or qualified personnel ceases to serve our Group in the future and we are unable to find suitable replacements in a timely manner, our business, operations, financial performance and prospect will be materially and adversely affected.

### **We experienced a decline in our total revenue and gross profit in FY2015/16**

Our total revenue decreased from approximately S\$13.2 million for FY2014/15 to approximately S\$9.8 million for FY2015/16, while our gross profit decreased from approximately S\$5.3 million for FY2014/15 to approximately S\$3.6 million for FY2015/16. Please refer to the paragraph headed "Financial information – Period-to-period comparison of results of operations" in this prospectus for a detailed discussion on the reasons for such decline. There is no assurance that our operating and financial performance in the future will remain at a level comparable to those recorded during the Track Record Period and will not decline in the future. Our financial conditions and prospects may be adversely affected by any future decrease in our total revenue.

### **Approximately 57% of our workforce is made up of foreign labour and any difficulties in recruiting and/or retaining foreign labour could materially affect our operations and financial performance**

As at the Latest Practicable Date, 25 out of 44 of our employees are foreign labour, representing approximately 57% of our total workforce. During the Track Record Period, we recruited our foreign labours from India, Malaysia, Bangladesh and the PRC. There is no assurance that we can continually recruit sufficient foreign labour to support our business operation for the following reasons:

- possible shortage in the supply of foreign labour;
- possible increase in the salaries and wages of foreign labour; and
- possible changes in the relevant laws and regulations relating to the employment of foreign labours in Singapore, such as (i) a substantial increase in foreign worker levy and security bond; (ii) decrease in dependency ceilings ratio for the construction industry; (iii) decrease in man year entitlements or work passes allocations from the MOM; and/or (iv) more stringent approval process for work passes by foreign labour.

The employment of foreign labour in Singapore is subject to the laws and regulations summarised in the section headed "Regulatory Overview – Employment – Employment of foreign employees in Singapore" in this prospectus. Any material difficulties in recruiting and/or retaining foreign labour or any material adverse change in the relevant laws and regulations in relation to the employment of foreign labour in Singapore could significantly increase our recruitment and employment costs and hinder our recruitment of foreign labour, thereby materially affect our business and financial position and prospects.

---

## **RISK FACTORS**

---

### **Failure to complete our projects on a reliable and timely basis could materially affect our reputation, our financial performance or may subject us to claim**

The contracts with our customers generally contain a liquidated damages clause under which we are liable to pay liquidated damages to our customers if we are unable to deliver or perform the contractual works within the time specified in or in accordance with the purchase order or formal contract. Liquidated damages are generally determined on the basis of a fixed sum per day and/or according to certain damages calculating mechanism as stipulated under the contract on a per working day basis.

Delay in a project may occur from time to time due to various unforeseen factors such as shortage of manpower, delays by subcontractors, industrial accidents, and delay in delivery of building and radiation shielding materials. If there is any delay on our part in completion of a project, we may be liable to pay liquidated damages under the contract. There is no assurance that there will not be any delay in our existing and future projects resulting in claims in relation to liquidated damages, which in turn will have adverse impact on our reputation, business, financial condition and results of operations.

### **Unsatisfactory performance and/or unavailability of our suppliers (including subcontractors) may adversely affect our operations and profitability**

Suppliers of goods and services which are specific to our business and are required on a regular basis to enable us to continue carrying on our business mainly include (i) our subcontractors; (ii) suppliers of building and radiation shielding materials; and (iii) suppliers of other miscellaneous services.

In particular, there is no assurance that the quality of work of our subcontractors can meet the requirements of our Group or our customers. We may not be able to monitor the performance of our subcontractors as directly and efficiently as with our own labours. Therefore, the engagement of subcontractors exposes us to the risks associated with non-performance, late performance or sub-standard performance of our subcontractors. Since we remain accountable to our customers for the performance and quality of work rendered by our subcontractors, we may incur additional costs or be subject to liability under the relevant contracts between us and our customers for our subcontractors' unsatisfactory performance. Such events could adversely affect our reputation, business operation, and financial position. We generally do not require our subcontractors to indemnify our Group for the works performed by them. Therefore, if our Group suffers any loss or damages arising from the works performed by our subcontractors, we will have to proceed with general contractual and/or negligence claims against the subcontractors for recovering our compensations from the subcontractors.

---

## **RISK FACTORS**

---

Further, we did not enter into any long-term contract or commit to any minimum purchases with our suppliers. As such, there is no assurance that our suppliers will continue to provide goods and services at prices acceptable to our Group. In the event that any of our major suppliers is unable to provide the goods and services required by our Group and we are unable to locate alternative suppliers on comparable terms and prices, our business, operating results and profitability may be adversely affected.

### **We are subject to credit risk in relation to the collectability of our trade receivables from our top customers**

The credit term granted by us to our customers generally ranged from approximately 30 to 90 days from the issue of invoices. There can be no assurance that our customers will settle our invoices on time and in full. As at 30 June 2015, 2016, 2017 and 30 September 2017, we recorded trade receivables (excluding retention receivables and unbilled revenue) of approximately S\$1.8 million, S\$2.3 million, S\$3.3 million and S\$4.2 million respectively, of which approximately S\$0.5 million, S\$0.2 million, S\$1.3 million and S\$2.2 million respectively have been past due but not impaired. In particular, approximately 89%, 96%, 73% and 70% of our total trade receivables outstanding at 30 June 2015, 2016, 2017 and 30 September 2017, respectively, were due from top five customers. Further, for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, our trade receivables turnover days were approximately 53.9 days, 75.8 days, 68.6 days and 85.7 days respectively. Any difficulty in collecting a substantial portion of our trade receivables from our top customers could materially and adversely affect our cash flows and financial position.

### **We recorded net operating cash outflow for the three months ended 30 September 2016**

We recorded net cash used in operating activities of approximately S\$0.3 million for the three months ended 30 September 2016. The negative operating cash flow was mainly attributable to (i) the increase in unbilled revenue for services rendered in late September 2016 which we have not yet issued the relevant invoices to our customers as at 30 September 2016, and (ii) the increase in our trade receivables of approximately S\$1.4 million as at 30 September 2016 compared to 30 June 2016. The increase in our trade receivables was mainly caused by the fluctuation of the amount and timing of receipts from our customers.

We cannot guarantee that we will be able to generate positive cash flows from operating activities in the future. In particular, we cannot predict the amount and timing of receipts from our customers for our trade receivables. Negative operating cash flows may materially and adversely affect our liquidity and financial conditions, and hence may require us to obtain sufficient external financing to meet our financial needs and obligations. If we rely on external financing to generate additional cash, we will incur financing costs and we cannot assure you that we will be able to obtain external financing on terms acceptable to us, or at all.



---

## RISK FACTORS

---

### **We face liquidity risks in relation to working capital requirements and possible failure by customers to make timely or full payments**

There are often time lags between making payment to our suppliers and receiving payment from our customers when undertaking integrated design and building projects, resulting in possible cash flow mismatch. Depending on contract terms with our customers, we may receive deposits for a certain percentage of the total contract sum. Other than that, throughout the execution of the project, we generally receive payments after the performance of our services and works, for which we would have incurred costs (including costs of labours, supplies and/or subcontracting services) that are required to be paid from our available financial resources. In addition, contracts undertaken by us may have performance guarantee and retention money requirements, which also affect our liquidity position. If we fail to properly manage our cash flows and liquidity position, our cash flows, business operation, and financial position may be materially and adversely affected.

If we fail to properly manage our liquidity position in view of the possible cashflow mismatch associated with undertaking integrated design and building projects and provision of performance guarantee, our cash flow and financial position could be materially and adversely affected.

### **Our business plan may not be implemented successfully which may adversely affect our prospect**

Our Directors are of the view that the future plan of our Group has been prepared after due enquiry by reference to the expected future prospect of the medical-related construction industry and policies of the Singapore Government and the continuation of our competitive advantages and other factors considered relevant. Some of our future business strategies are based on certain assumptions, as discussed in the section headed “Future plans and use of proceeds” in this prospectus. The successful implementation of our business plan may be affected by a number of factors including the availability of sufficient funds, Singapore Government policies relevant for our industry, the economic conditions, our ability to maintain our existing competitive advantages, our relationships with our customers, the threat of substitutes and new market entrants as well as other factors disclosed elsewhere in this section headed “Risk factors”. There is no assurance that our business plan can be successfully implemented. Should there be any material adverse change in our operating environment which results in our failure to implement our business plan or any part thereof, our business and financial position and prospect may be adversely affected.

---

## RISK FACTORS

---

**We may be involved in personal injury or other civil claims, legal and other proceedings arising from our operations from time to time and may face significant legal liabilities as a result**

We may be involved in disputes with our customers, suppliers, subcontractors, employees or other third parties from time to time in respect of various matters, including delay or failure in making payments, personal injury claims, possible complaints about the quality of our services and other matters arising from our daily operation.

During the Track Record Period and up to the Latest Practicable Date, we were involved in four concluded legal cases, including one contractual claim taken by us against a customer, two motor accident claims against us and one work injury claim filed by an injured worker against us. For further details, please refer to the paragraph headed “Business – Litigation and claims” in this prospectus.

Should any future claims against us fall outside the scope and/or limit of insurance coverage, our financial position may be adversely affected. Regardless of the merits, legal proceedings can be time-consuming and costly, and may divert our management’s attention away from our business operation, thereby adversely affecting our business operation and financial position. Legal proceedings which result in unfavourable judgment against us may cause financial losses and damages to our reputation and prospects of securing future contracts, thereby materially and adversely affecting our business, financial position, results of operations and prospect.

**The security bonds furnished by us may be forfeited if our foreign employees are missing or in breach of any conditions of their work permits**

For each non-Malaysian foreign worker who is successfully granted with a work permit, a security bond of S\$5,000 in the form of a banker’s guarantee or insurance guarantee is required to be furnished to the Controller of Work Passes under the Employment of Foreign Manpower Act. The security bond must be furnished prior to the foreign worker’s arrival in Singapore, failing which entry into Singapore will not be allowed. The security bonds furnished by us may be forfeited if, among other things, our foreign employees go missing or violate any of the conditions of the work permits.

We have implemented internal control measures to manage our foreign employees. Please refer to the section headed “Business – Risk management and internal control systems” in this prospectus for details. However, we cannot assure that our foreign employees, who are subject to the aforesaid security bonds requirements, will not go missing or violate the conditions in their work permits. Occurrence of any of the aforesaid events may result in forfeiture of security bonds furnished by us in respect of the relevant workers, which in turn may adversely affect our business and financial performance.

---

## **RISK FACTORS**

---

### **Our insurance coverage may not be sufficient to cover all losses or potential claims and insurance premiums may increase**

Certain risks disclosed elsewhere in this section such as risks in relation to our ability to maintain and renew our licences and registrations, our ability to obtain new contracts, our ability to retain and attract personnel, customer concentration, performance of subcontractors, project and cost management, credit risk and liquidity risk, are generally not covered by insurance because they are either uninsurable or it is not cost justifiable to insure against such risks. Insurance policies covering losses from acts of war, terrorism, or natural catastrophes are also either unavailable or cost prohibitive.

We have taken out third party liability insurance on our motor vehicles and contractors' all risks insurance policy to cover against loss or damage to materials and third party liability for accidental bodily injury in connection with the performance of the contract. We have also maintained the required insurance policies for our staff, including work injury compensation insurance and foreign worker medical insurance. Even so, we may be subject to liabilities against which we are not insured adequately or at all or liabilities against which cannot be insured. Should any significant liabilities arise due to accidents, natural disasters, or other events which are not covered or are inadequately covered by our insurance, our business may be adversely affected, potentially lead to a loss of assets, lawsuits, employee compensation obligations, or other form of economic loss.

Although we believe our insurance coverage is sufficient for the needs of our operations and appropriate for our current risk profile, we cannot guarantee that our current levels of insurance are sufficient to cover all potential risks and losses. In addition, we cannot guarantee that we can renew our policies or can renew our policies on similar or other acceptable terms. If we suffer from severe unexpected losses or losses that far exceed the policy limits, it could have a material and adverse effect on our business, financial position, results of operations and prospect.

### **RISKS RELATING TO THE INDUSTRY IN WHICH WE OPERATE**

#### **There has been a slowdown in the construction industry in Singapore in 2016**

Our Group is a Singapore-based contractor specialised in the medical and healthcare sectors. There is no assurance that the demand for our integrated design and building services from the medical-related construction industry in Singapore will be maintained or continue to grow. According to the Ipsos Report, the total output value of medical-related facilities decreased from S\$2.2 billion in 2015 to S\$2.1 billion in 2016, which was mainly due to the slight delay of construction activities onsite. If such slowdown persists, the availability of new medical-related construction contracts in the market may decrease, which may adversely affect the demand for our integrated design and building services. Any fall in demands from our customers may affect our Group's business, financial condition and results of operations.

---

## RISK FACTORS

---

### **We are dependent on the capital expenditure of medical service providers in Singapore**

Most of our revenue during the Track Record Period was derived from providing integrated design and building services for hospitals and clinics in Singapore. Consequentially, our business would be adversely affected should there be any slowdown in the growth and development of the medical sector in Singapore, resulting in a reduction in capital expenditure and budgets of medical service providers in Singapore on medical-related building services projects, thereby adversely affecting our business, financial condition, results of operations and prospects.

### **We are affected by the Singapore Government policies in relation to the medical sector**

According to the Ipsos Report, the healthcare system in Singapore is highly attributable to the continuous efforts and commitment of the Singapore Government in planning and developing its healthcare facilities and infrastructure. There is no assurance that the Singapore Government will continue to pursue development and continual support in the medical sector. If the Singapore Government reduces its expenditure or continual support on the medical sector, our business, results of operations and prospects may be adversely affected.

### **There is a shortage of labour in the construction industry in Singapore**

According to the Ipsos Report, one of the challenges to the construction industry (including the medical-related construction industry) in Singapore is the shortage of labour. Even without such shortage, we generally compete with similar businesses for such workers. We are in a labour intensive industry and we rely on our workers for our business operations. If we are unable to recruit or retain sufficient workers, we may be forced to increase our reliance on subcontractors or otherwise be unable to maintain the quality of our services. We cannot assure you that we will be able to maintain a sufficient labour force necessary for us to execute our business, nor can we guarantee that our staff costs will not increase in order to attract or retain workers. If this occurs, it could have a material and adverse effect on our results of operations and inhibit our future growth and expansion plans.

### **Any changes in existing laws, regulations and Singapore Government policies in relation to employment of foreign workers, such as any further increases in foreign workers levy, may cause us to incur additional expenditure**

Recruitment of foreign workers in Singapore is governed by various laws and regulations and Singapore Government policies. Under the Singapore laws, employers of the construction sector are required to pay prescribed foreign worker levies according to the qualification of the foreign workers employed. The current monthly levy rate for basic skilled and higher skilled workers is S\$700 and S\$300, respectively. There is no guarantee that the Singapore Government will not further increase the foreign worker levy rate in the future, thereby increases our costs and adversely affects our operating results and financial position.

---

## RISK FACTORS

---

The requirements in respect of the granting and/or renewal of work permits, quota and other legal requirements in relation to the employment of foreign workers may change from time to time, and there is no assurance that we will be able to respond to such changes in a timely manner. Such changes may also increase our costs and burden in complying with them, which may materially and adversely affect our business, financial condition and results of operation.

**There is no guarantee that regulatory requirements applicable to the industries in which we operate will not change in the future**

Our operations are subject to laws and regulations that relate to matters such as contractors' licensing and registrations, employment of foreign workers, workplace health and safety, and environmental public health and environmental pollution control. In order to comply with such laws and regulations, we have established relevant risk management and internal control systems, as disclosed in the section headed "Business – Risk management and internal control systems" in this prospectus. Nevertheless, there is no guarantee that regulatory requirements applicable to our operation will not change in the future. For instance, there will be an increase in the foreign worker levy as discussed in the paragraph headed "Risk factors – Risks relating to our business – Approximately 56% of our workforce is made up of foreign labour and any difficulties in recruiting and/or retaining foreign labour could materially affect our operations and financial performance" above. Any changes in applicable laws and regulations may result in time-consuming and costly changes to our risk management and internal control systems and may increase our cost and burden in order for us to comply with them, thereby adversely affecting our business and financial position and prospect.

**There is no assurance that competition in the industry will not increase**

In respect of the construction industry in Singapore, there were 330, 76 and 456 contractors in Singapore registered under the workheads of CW01 (General Building) with "C1" grade, ME01 (Air-Conditioning, Refrigeration and Ventilation Works) with "L2" grade and ME11 (Mechanical Engineering) with "L1" grade under the CRS as at the Latest Practicable Date according to the BCA, respectively.

Registrations under the aforesaid workheads are subject to certain financial, personnel, track record, certification and other requirements, which are set forth in detail in the section headed "Regulatory overview – Licensing regime for builders and contractors in Singapore" in this prospectus. Firms meeting such requirements may enter the market and compete for medical-related construction contracts in Singapore. There is no assurance that competition in the industry will not increase in the future. Increased competition may result in an adverse impact on our business and financial position and prospect.

---

## **RISK FACTORS**

---

### **Failure to refine our know-how in response to technological advancements in the medical-related construction industry may render our services obsolete**

We believe that our success is partly attributable to our know-how in carrying out radiation shielding works in our integrated design and building projects, which ensure the prevention of radiation leakage and the proper and safe operation of the medical facilities. The major types of radiation shielding materials used by us include lead sheets, lead glass and high density interlocking blocks, which are procured from our suppliers.

In light of potential future technological advancements in the medical-related construction industry, there may be new alternative radiation shielding practices and/or new types of radiation shielding materials which offer higher reliability or are available at lower pricing. If we fail to respond timely to such development by refining our know-how, our practice in radiation shielding works may be rendered obsolete, which in turn will adversely affect our competitiveness and ability to secure new projects. In such event, our financial performance and business prospect will be materially and adversely affected.

### **RISKS RELATING TO THE SHARE OFFER**

#### **Investors will experience immediate dilution**

Given the Offer Price of our Shares is higher than the combined net tangible assets per Share immediately prior to the Share Offer, investors of our Shares in the Share Offer will experience an immediate dilution in the unaudited pro forma adjusted combined net tangible assets value to approximately HK\$0.15 per Share and HK\$0.17 per Share, respectively, based on the indicative Offer Price range of HK\$0.45 per Offer Share to HK\$0.55 per Offer Share.

#### **There has been no prior public market for the Share and the liquidity, market price and trading volume of the Share may be volatile**

Prior to the Listing, there is no public market for the Shares. The listing of, and the permission to deal in, the Shares on the Stock Exchange do not guarantee the development of an active public market or the sustainability thereof following completion of the Share Offer. Factors such as variations in our Group's revenues, earnings and cash flows, acquisitions made by our Group or our competitors, industrial or environmental accidents suffered by our Group, loss of key personnel, litigation or fluctuations in the market prices for the services provided or supplies required by our Group, the liquidity of the market for the Shares, and the general market sentiment regarding the medical related construction industry in Singapore could cause the market price and trading volume of the Shares to change substantially. In addition, both the market price and liquidity of the Shares could be adversely affected by factors beyond our Group's control and unrelated to the performance of our Group's business, especially if the financial market in Hong Kong experiences a significant price and volume fluctuation. In such cases, investors may not be able to sell their Shares at or above the Offer Price or at all.

---

## **RISK FACTORS**

---

### **Granting options under the Share Option Scheme may affect our Group's result of operation and dilute Shareholders' percentage of ownership**

Our Company may grant share options under the Share Option Scheme in the future. The fair value of the options on the date on which they are granted with reference to the valuer's valuation will be charged as share-based compensation, which may adversely affect our Group's results of operation. Issuance of Shares for the purpose of satisfying any award made under the Share Option Scheme will also increase the number of Shares in issue after such issuance and thus may result in the dilution to the percentage of ownership of the Shareholders and the net asset value per Share. No option has been granted pursuant to the Share Option Scheme as at the Latest Practicable Date. For a summary of the terms of the Share Option Scheme, please see the paragraph headed "Other information – 1. Share Option Scheme" in Appendix IV to this prospectus.

### **Any disposal by our Controlling Shareholders of a substantial number of Shares in the public market could materially and adversely affect the market price of the Shares**

There is no guarantee that our Controlling Shareholders will not dispose of their Shares following the expiration of their respective lock-up periods after the Listing. Our Group cannot predict the effect, if any, of any future sales of the Shares by any Controlling Shareholders, or that the availability of the Shares for sale by any Controlling Shareholders may have on the market price of the Shares. Sales of a substantial number of Shares by any Controlling Shareholders or the market perception that such sales may occur could materially and adversely affect the prevailing market price of the Shares.

### **The Sole Bookrunner is entitled to terminate the Underwriting Agreements**

Prospective investors should note that the Sole Bookrunner (for itself and on behalf of other Underwriter) is entitled to terminate its obligations under the Underwriting Agreements by giving notice in writing to us upon the occurrence of any of the events set out in the section headed "Underwriting – Grounds for termination" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such event may include, without limitation, any act of God, military action, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, terrorism, strike or lock-out.

---

## **RISK FACTORS**

---

**The interest of our Controlling Shareholders may not always coincide with the interest of our Group and those of our other Shareholders**

Upon completion of the Share Offer, our Controlling Shareholders will own 75% of our Shares. Our Controlling Shareholders will therefore, have a significant influence over the operations and business strategies of our Group, and may have the ability to require our Group to effect corporation actions according to their own desires. The interests of our Controlling Shareholders may not always coincide with the best interests of other Shareholders. If the interests of any of our Controlling Shareholders conflict with the interests of other Shareholders, or if any of our Controlling Shareholders chooses to cause our Group's business to pursue strategic objectives that conflict with the interests of other Shareholders, our Group or those other Shareholders may be adversely affected as a result.

**Investors may experience difficulties in enforcing their shareholders' rights because our Company is incorporated in the Cayman Islands, and the protection to minority shareholders under the Cayman Islands law may be different from that under the laws of Hong Kong or other jurisdictions**

Our Company is incorporated in the Cayman Islands and its affairs are governed by the Articles, the Companies Law and common law applicable in the Cayman Islands. The laws of the Cayman Islands may differ from those of Hong Kong or other jurisdictions where investors may be located. As a result, minority Shareholders may not enjoy the same rights as pursuant to the laws of Hong Kong or such other jurisdictions. A summary of the Cayman Islands company law on protection of minorities is set out in the paragraph headed "Cayman Islands Company Law – Protection of minorities and shareholders' suits" in Appendix III to this prospectus.

**Future issues, offers or sales of Shares may adversely affect the prevailing market price of the Shares**

Future issue of Shares by our Company or the disposal of Shares by any of the Shareholders or the perception that such issue or sale may occur, may negatively impact the prevailing market price of the Shares. We cannot give any assurance that such event will not occur in the future.



---

## **RISK FACTORS**

---

### **There can be no assurance that we will declare or distribute any dividend in the future**

Subject to the Companies Law and the Articles, our Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by our Board. Our Board may also from time to time pay to our Shareholders such interim dividends as appear to our Board to be justified by the financial conditions and the profits of our Company, and may in addition from time to time declare and pay special dividends of such amounts and on such dates and out of such distributable funds of our Company as it thinks fit. Any decision to pay dividends will be made having regard to factors such as the results of operation, financial condition and position, and other factors deemed relevant by our Board. Any distributable profits that are not distributed in any given year may be retained and available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in our operation. There can be no assurance that we will be able to declare or distribute any dividend. Our future declarations of dividends will be at the absolute discretion of our Board.

### **RISKS RELATING TO THIS PROSPECTUS**

#### **Statistics and industry information contained in this prospectus may not be accurate and should not be unduly relied upon**

Certain facts, statistics, and data presented in the section headed “Industry overview” and elsewhere in this prospectus relating to the industry in which we operate have been derived, in part, from various publications and industry-related sources prepared by Singapore Government departments or independent third parties. In addition, certain information and statistics set forth in that section have been extracted from a market research report commissioned by us and prepared by Ipsos, an independent market research agency. Our Company believes that the sources of the information are appropriate sources for such information, and the Sponsor and our Directors have taken reasonable care to extract and reproduce the publications and industry related sources in this prospectus. In addition, our Company has no reason to believe that such information is false or misleading or that any fact that would render such information false or misleading has been omitted. However, neither our Group, our Directors, the Sponsor, nor any parties involved in the Share Offer have independently verified, or make any representation as to, the accuracy of such information and statistics. It cannot be assured that statistics derived from such sources were prepared on a comparable basis or that such information and statistics were stated or prepared at the same standard or level of accuracy as, or consistent with, those in other publications.

---

## RISK FACTORS

---

### **Our Group's future results could differ materially from those expressed or implied by the forward-looking statements**

Included in this prospectus are various forward-looking statements that are based on various assumptions. Our Group's future results could differ materially from those expressed or implied by such forward-looking statements. For details of these statements and the associated risks, please refer to the section headed "Forward-looking statements" in this prospectus. Investors should read this entire prospectus carefully and we strongly caution you not to place any reliance on any information (if any) contained in press articles or other media regarding us and the Share Offer including, in particular, any financial projections, valuations or other forward-looking statements.

Prior to the publication of this prospectus, there may be press or other media which contains information referring to us and the Share Offer that is not set out in this prospectus. We wish to emphasise to potential investors that neither we nor any of the Sponsor, the Sole Bookrunner, the Sole Lead Manager and the Underwriter, or the directors, officers, employees, advisers, agents or representatives of any of them, or any other parties (collectively, the "**Professional Parties**") involved in the Share Offer has authorised the disclosure of such information in any press or media, and neither the press reports, any future press reports nor any repetition, elaboration or derivative work were prepared by, sourced from, or authorised by us or any of the Professional Parties. Neither we nor any Professional Parties accept any responsibility for any such press or media coverage or the accuracy or completeness of any such information. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. To the extent that any such information is not contained in this prospectus or is inconsistent or conflicts with the information contained in this prospectus, we disclaim any responsibility and liability whatsoever in connection therewith or resulting therefrom. Accordingly, prospective investors should not rely on any such information in making your decision as to whether to invest in the Offer Shares. You should rely only on the information contained in this prospectus.

---

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

---

*In preparation for the Listing, our Company has sought the following waiver from strict compliance with the relevant provisions of the Listing Rules:*

### MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules provides that a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. The core business and operations of our Company are primarily located, managed and conducted in Singapore. Our assets are located in Singapore. All of our executive Directors are ordinarily based in Singapore and our Company does not have any management presence in Hong Kong.

In view of that, we have applied to the Stock Exchange for, and the Stock Exchange has agreed to grant, a waiver from the compliance with Rule 8.12 of the Listing Rules.

In order to ensure that regular communication is effectively maintained between the Stock Exchange and our Company, we will put in place the following measures:

- (a) we have appointed two authorised representatives pursuant to Rule 3.05 of the Listing Rules who will act as our Company's principal channel of communication with the Stock Exchange and ensure that our Group comply with the Listing Rules at all times. The two authorised representatives are Mr. Koh, our executive Director, and Ms. Cheng Florence Ga Sui, the company secretary of our Company who is ordinarily resident in Hong Kong. Each of the authorised representatives will be available to meet with the Stock Exchange within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and email (if applicable). Each of the two authorised representatives is authorised to communicate on behalf of our Company with the Stock Exchange. Ms. Cheng Florence Ga Sui, the company secretary of our Company, has also been authorised to accept service of process and notices in Hong Kong on behalf of our Company;
- (b) each of the authorised representatives has means to contact all members of the Board and of the senior management team promptly at all times as and when the Stock Exchange wishes to contact our Directors for any matters. To enhance the communication between the Stock Exchange, the authorised representatives and our Directors, we will implement a policy that (a) each Director will have to provide their respective office phone numbers, mobile phone numbers, fax numbers and email addresses (if applicable) to the authorised representatives and his or her respective alternates; and (b) in the event that a Director expects to travel and be out of office, he/she will endeavour to provide the phone number of the place of his/her accommodation to the authorised representatives or maintain an open line of communication via his or her telephone;

---

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

---

- (c) in addition, all Directors will provide their mobile phone numbers, office phone numbers, fax numbers and email addresses to the Stock Exchange to ensure that they will be readily contactable when necessary to deal promptly with enquiries from the Stock Exchange; and
- (d) furthermore, all Directors who are not ordinarily resident in Hong Kong have confirmed that they possess valid travel documents to visit Hong Kong for business purposes and would be able to come to Hong Kong and meet the Stock Exchange upon reasonable notice.

In compliance with Rule 3A.19 of the Listing Rules, we have appointed Grande Capital Limited as the compliance adviser to act as the additional channel of communication with the Stock Exchange for the period commencing on the date of the initial listing of the Shares of our Company on the Main Board of the Stock Exchange and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the Listing Date. Grande Capital Limited will provide professional advice on matters relating to compliance with the Listing Rules and other obligations for companies listed in Hong Kong.

---

## **INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER**

---

### **DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS**

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (WUMP) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement in this prospectus misleading.

### **UNDERWRITING**

This prospectus is published solely in connection with the Share Offer. Details of the terms of the Share Offer are described in the section "Structure and Conditions of the Share Offer" and in the related Application Forms.

The Listing is sponsored by the Sponsor. The Public Offer is fully underwritten by the Public Offer Underwriter and Placing is expected to be fully underwritten by the Placing Underwriter.

### **RESTRICTIONS ON SALE OF THE OFFER SHARES**

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than in Hong Kong, or the distribution of this prospectus and/or related Application Forms in any jurisdiction other than Hong Kong. Accordingly, and without limitation to the following, this prospectus and/or related Application Forms may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

The distribution of this prospectus or the related Application Forms and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Offer Shares have not been offered and sold, and will not be offered or sold, directly or indirectly, in the PRC or the United States, except in compliance with the relevant laws and regulations of each of such jurisdictions.

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER

---

The Offer Shares are offered solely on the basis of the information contained and the representations made in this prospectus and the related Application Forms. No person is authorised in connection with the Share Offer to give any information or to make any representation not contained in this prospectus, and any information or representation not contained in this prospectus must not be relied upon as having been authorised by our Company, any of its respective directors, agents or advisers or any other person or party involved in the Share Offer.

No action has been taken to register or qualify the Offer Shares or the Share Offer, or otherwise to permit a public offering of the Offer Shares, in any jurisdiction outside Hong Kong. The distribution of this prospectus and the related Application Forms in jurisdictions outside Hong Kong may be restricted by law and therefore persons who come into possession of this prospectus or any of the related Application Forms should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the applicable securities laws.

**Each person or body corporate acquiring the Offer Shares will be required to confirm, or be deemed by his or its acquisition of the Offer Shares to have confirmed, that he or she or it is aware of the restrictions on offer of the Offer Shares described in this prospectus.**

Prospective applicants for the Offer Shares should consult their financial advisers and seek legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws, rules and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should also inform themselves as to the relevant legal requirements and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

Our Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any Shares which may be issued pursuant to the exercise of any option which may be granted under the Share Option Scheme).

No part of the share or loan capital of our Company is listed, traded or dealt in on any stock exchange and save as disclosed herein, no such listing or permission to deal is being or proposed to be sought.

---

## **INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER**

---

Under Section 44B(1) of the Companies (WUMP) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Offer Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to our Company by the Stock Exchange.

### **HONG KONG BRANCH SHARE REGISTRAR AND STAMP DUTY**

All the Offer Shares will be registered on the Hong Kong branch share register to be maintained by Boardroom Share Registrars (HK) Limited. Dealings in the Offer Shares registered on the Company's branch share register maintained in Hong Kong will be subject to Hong Kong stamp duty. Dealings in the Shares registered on the principal share register of the Company maintained by Estera Trust (Cayman) Limited in the Cayman Islands will not be subject to the Cayman Islands stamp duty.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Potential applicants for the Share Offer are recommended to consult their professional advisers if they are in doubt as to the taxation implications of the subscription for, holding, purchase, disposal of or dealing in the Shares or exercising their rights thereunder. It is emphasised that none of the Company, the Directors, the Sponsor, the Underwriter, their respective directors or any other person or party involved in the Share Offer accepts responsibility for any tax effects on, or liabilities of, holders of Shares resulting from the subscription for, holding, purchase, disposal of or dealing in the Offer Shares or the exercise of their rights thereunder.

### **ROUNDING**

Any discrepancies in any table between totals and sum of amounts listed therein are due to rounding.

### **STRUCTURE AND CONDITIONS OF THE SHARE OFFER**

Details of the structure of the Share Offer are set out in the section headed "Structure and Conditions of the Share Offer" in this prospectus.

### **PROCEDURES FOR APPLICATION FOR PUBLIC OFFER SHARES**

The procedure for applying for the Public Offer Shares is set out in the section headed "How to apply for Public Offer Shares" and on the related Application Forms.

---

## **INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER**

---

### **OFFER SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

Subject to the approval of the listing of, and permission to deal in, the Shares on the Stock Exchange and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or, under contingent situation, any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS. If investors are unsure about the details of CCASS settlement arrangement and how such arrangements will affect their rights and interests, they should seek the advice of their stockbroker or other professional adviser.

### **COMMENCEMENT OF DEALINGS IN THE SHARES**

Dealings in the Shares on the Stock Exchange are expected to commence on or about Wednesday, 18 April 2018. The Shares will be traded in board lots of 5,000 Shares each.

### **LANGUAGE**

If there is any inconsistency between the English version of this prospectus and related Application Forms and the Chinese translation of this prospectus and related Application Forms, the English version of this prospectus and related Application Forms shall prevail.

### **CURRENCY TRANSLATIONS**

Unless otherwise specified, conversion of S\$ into HK\$ (or vice versa) in this prospectus is based on the exchange rate set out below (for illustration purposes only):

S\$1.00 : HK\$5.95

No representation is made that any amounts in S\$ and HK\$ can be or could have been converted at the relevant dates at the above exchange rate or any other rate or at all.



---

## DIRECTORS AND PARTIES INVOLVED IN THE SHARE OFFER

---

### DIRECTORS

Name	Residential address	Nationality
<i>Chairman and non-executive Director</i>		
Mr. ANG Kong Meng (洪坤明)	95A Lorong G Telok Kurau Singapore 426289	Singaporean
<i>Executive Directors</i>		
Mr. KOH Lee Huat (許利發)	301 Jalan Bukit Ho Swee #11-04, Merapime, Singapore 169568	Singaporean
Mr. Ryan ONG Wei Liang (王威量)	17 Fernvale Lane #19-19 Singapore 797498	Singaporean
<i>Independent non-executive Directors</i>		
Mr. SIU Man Ho Simon (蕭文豪)	Flat A, 11/F, Tower 5 One Beacon Hill, 1 Beacon Hill Road Kowloon Tong Kowloon Hong Kong	Chinese
Mr. CHEUNG Kwok Yan Wilfred (張國仁)	Flat D, 9/F, Tower 2 Ultima 23 Fat Kwong Street Ho Man Tin Kowloon Hong Kong	Chinese
Prof. PONG Kam Keung (龐錦強)	Flat E, 13/F, Block 29 Laguna City 6 East Laguna Street Cha Kwo Ling Kowloon Hong Kong	Chinese

Please refer to the section headed “Directors and senior management” in this prospectus for further details of our Directors.

---

## DIRECTORS AND PARTIES INVOLVED IN THE SHARE OFFER

---

### PARTIES INVOLVED

#### Sponsor

#### **Dakin Capital Limited**

*A licensed corporation under the SFO to engage in type 6  
(advising on corporate finance) regulated activity*

Room 2701, 27th Floor, Tower 1

Admiralty Centre

18 Harcourt Road

Hong Kong

#### Sole Bookrunner and Sole Lead Manager

#### **Head & Shoulders Securities Limited**

*A licensed corporation under the SFO to engage in type 1  
(dealing in securities) and type 4 (advising on securities)  
regulated activities*

Room 2511, 25/F, Cosco Tower,

183 Queen's Road Central, Hong Kong

#### Legal advisers to our Company

*As to Hong Kong law*

#### **Guantao & Chow Solicitors and Notaries**

Suites 1604-6, 16/F

ICBC Tower

3 Garden Road

Central

Hong Kong

*As to Singapore law*

#### **Shook Lin & Bok LLP**

1 Robinson Road

#18-00 AIA Tower

Singapore 048542

*As to Cayman Islands law*

#### **Appleby**

2206-19 Jardine House

1 Connaught Place

Central

Hong Kong

---

## DIRECTORS AND PARTIES INVOLVED IN THE SHARE OFFER

---

<b>Legal advisers to the Sponsor, the Sole Lead Manager, the Sole Bookrunner and the Underwriter</b>	<i>As to Hong Kong law</i> <b>David Fong &amp; Co.</b> Unit A, 12th Floor China Overseas Building 139 Hennessy Road Wanchai Hong Kong
<b>Reporting accountants</b>	<b>Deloitte Touche Tohmatsu</b> <i>Certified Public Accountants</i> 35/F, One Pacific Place 88 Queensway Hong Kong
<b>Auditors</b>	<b>Deloitte &amp; Touche LLP</b> <i>Public Accountants and Chartered Accountants Singapore</i> 6 Shenton Way OUE Downtown 2 #33-00 Singapore 068809
<b>Compliance adviser</b>	<b>Grande Capital Limited</b> Room 1204B, 12/F, Tower 2 Lippo Centre 89 Queensway Hong Kong
<b>Receiving Bank</b>	<b>Industrial and Commercial Bank of China (Asia) Limited</b> 33/F., ICBC Tower 3 Garden Road Central Hong Kong

---

## CORPORATE INFORMATION

---

<b>Registered office</b>	Clifton House 75 Fort Street P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands
<b>Principal place of business in Hong Kong</b>	Suites 1604-6, 16/F ICBC Tower 3 Garden Road Central Hong Kong
<b>Headquarters and principal place of business</b>	10 Admiralty Street #02-47 North Link Building Singapore 757695
<b>Authorised representatives</b>	Mr. Koh Lee Huat (許利發) 301 Jalan Bukit Ho Swee #11-04, Meraprim, Singapore 169568  Ms. Cheng Florence Ga Sui (鄭家穗), <i>HKICS</i> Unit B, 17/F United Centre 95 Queensway Hong Kong
<b>Company secretary</b>	Ms. Cheng Florence Ga Sui (鄭家穗), <i>HKICS</i> Unit B, 17/F United Centre 95 Queensway Hong Kong
<b>Audit Committee</b>	Mr. Cheung Kwok Yan Wilfred (張國仁) ( <i>Chairman</i> ) Mr. Siu Man Ho Simon (譚文豪) Mr. Ang Kong Meng (洪坤明)

---

## CORPORATE INFORMATION

---

<b>Remuneration Committee</b>	Mr. Siu Man Ho Simon (蕭文豪) ( <i>Chairman</i> ) Prof. Pong Kam Keung (龐錦強) Mr. Koh Lee Huat (許利發)
<b>Nomination Committee</b>	Prof. Pong Kam Keung (龐錦強) ( <i>Chairman</i> ) Mr. Cheung Kwok Yan Wilfred (張國仁) Mr. Ryan Ong Wei Liang (王威量)
<b>Compliance Adviser</b>	<b>Grande Capital Limited</b> Room 1204B, 12/F, Tower 2 Lippo Centre 89 Queensway Hong Kong
<b>The Cayman Islands principal share registrar and transfer office</b>	<b>Estera Trust (Cayman) Limited</b> Clifton House 75 Fort Street P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands
<b>Hong Kong branch share registrar and transfer office</b>	<b>Boardroom Share Registrars (HK) Limited</b> 2103B, 21/F, 148 Electric Road North Point Hong Kong
<b>Principal bankers</b>	<b>Oversea-Chinese Banking Corporation Limited</b> 65 Chulia ST #01-00 OCBC Centre Singapore 049513
<b>Company's website</b>	www.hwakoon.com <i>(Information contained in this website does not form part of this prospectus)</i>

---

## INDUSTRY OVERVIEW

---

*This and other sections of this prospectus contain information relating to the industry in which we operate. Certain information and statistics contained in this section have been derived from various official and publicly available sources. In addition, certain information and statistics set forth in this section have been extracted from a market research report commissioned by us and prepared by Ipsos, an independent market research agency. We believe that the sources of such information and statistics are appropriate and have taken reasonable care in extracting and reproducing such information and statistics. We have no reason to believe that such information or statistics is false or misleading in any material respect or that any fact has been omitted that would render such information or statistics false or misleading in any material respect. However, such information and statistics have not been independently verified by us, the Sponsor, the Sole Bookrunner, the Sole Lead Manager, any of the Underwriter, our or their respective directors and officers or any other parties involved in the Share Offer. No representation is given as to the accuracy of such information and statistics.*

### SOURCE AND RELIABILITY OF INFORMATION

We commissioned Ipsos, an independent market research agency, to conduct an analysis of, and to report on, the medical-related construction industry in Singapore. A total fee of S\$72,760 was charged by Ipsos for the preparation of the Ipsos Report. The payment of such amount was not conditional on our Group's successful listing or on the results of the Ipsos Report. The Ipsos Report has been prepared by Ipsos independent of our Group's influence. Except as otherwise noted, the information and statistics set forth in this section have been extracted from the Ipsos Report.

Ipsos has been engaged in a number of market assessment projects in connection with initial public offerings in Hong Kong. Ipsos is part of a group of companies which employs approximately 16,600 personnel worldwide across 88 countries. Ipsos conducts research on market profiles, market sizes and market shares and performs segmentation analysis, distribution and value analysis, competitor tracking and corporate intelligence.

The Ipsos Report includes information on the medical-related construction industry in Singapore. The information contained in the Ipsos Report is derived by means of data and intelligence gathering which include: (i) desktop research; and (ii) primary research, including interviews with key stakeholders including medical-related construction service providers and industry experts in Singapore.

Information gathered by Ipsos has been analysed, assessed and validated using Ipsos in-house analysis models and techniques. According to Ipsos, this methodology ensures a full circle and multilevel information sourcing process, where information gathered can be cross-referenced

---

## INDUSTRY OVERVIEW

---

to ensure accuracy. All statistics are based on information available as at the date of the Ipsos Report. Other sources of information, including government, trade associations or marketplace participants, may have provided some of the information on which the analysis or data is based.

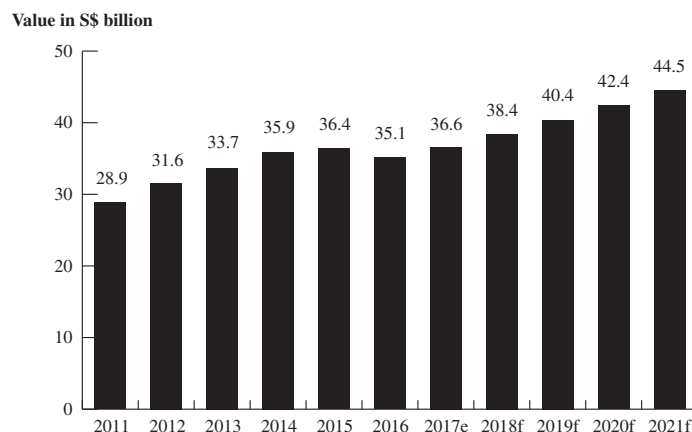
Ipsos developed its estimates or forecasts on the following principal bases and assumptions: (i) it is assumed that the global economy remains a steady growth across the forecast period; and (ii) it is assumed that there is no external shock such as financial crisis or natural disasters to affect the demand and supply of the medical-related construction industry in Singapore during the forecast period.

### OVERVIEW OF THE SINGAPORE CONSTRUCTION INDUSTRY

The total construction output value by certified payments in Singapore increased from approximately S\$28.9 billion in 2011 to approximately S\$35.1 billion in 2016 at a CAGR of approximately 4.0%. The decrease in construction output value from S\$36.4 billion in 2015 to S\$35.1 billion in 2016 was mainly due to the slowdown of construction activities on site and the rescheduling of several major infrastructure contracts from one year to another as longer preparation was needed to implement these large-scale projects. As advised by Ipsos, such decrease was mainly attributable to the slight delay in construction activities on site in 2016 in relation to contracts awarded in the earlier years, which in turn led to a delay for new projects to start or commence works in the same year.

The construction output value in Singapore is forecasted to increase from an estimated figure of approximately S\$36.6 billion in 2017 to approximately S\$44.5 billion in 2021 at a CAGR of approximately 5.0%. The forecasted increase in construction output value is largely driven by Singapore Government's focus on major infrastructure, healthcare and residential construction activities.

#### Construction output by value of certified payments in Singapore, 2011 – 2021f



Source: Department of Statistics, Singapore; BCA; Ipsos analysis

Note: The letter "e" denotes estimated figure and "f" denotes forecasted figures.

---

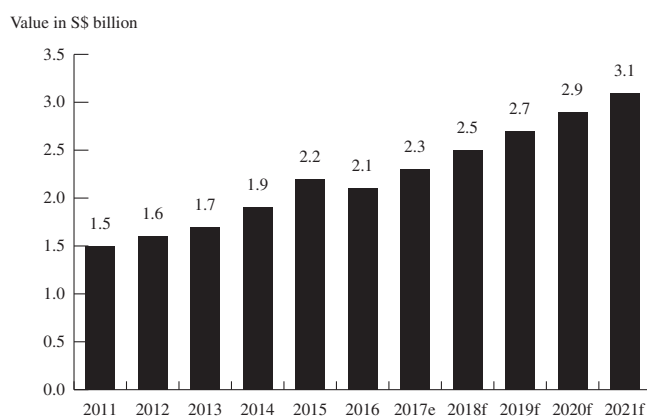
## INDUSTRY OVERVIEW

---

### OVERVIEW OF THE MEDICAL-RELATED CONSTRUCTION INDUSTRY IN SINGAPORE

The medical-related construction industry mainly includes the construction of medical-related facilities such as hospitals, medical centres and clinics. The total output value of the medical-related construction increased from approximately S\$1.5 billion in 2011 to approximately S\$2.1 billion in 2016 at a CAGR of approximately 7.0%. The increasing output value of the medical-related construction industry from 2011 to 2016 was mainly driven by the Singapore Government's progressive planning of its healthcare facilities development to meet growing demands for healthcare needs, in particular the redevelopment projects of medical centres, hospitals and clinics. The decrease in medical-related construction output value from S\$2.2 billion in 2015 to S\$2.1 billion in 2016 was mainly due to the slight delay of construction activities on site. As advised by Ipsos, such decrease was mainly attributable to the slight delay in construction activities on site in 2016 in relation to contracts awarded in the earlier years, which in turn led to a delay for new projects to start or commence works in the same year. As there were fewer medical-related construction projects available for tendering in Singapore in 2016, the total output value of the construction medical-related facilities had decreased accordingly.

#### The total output value of the construction of medical-related facilities in Singapore, 2011 – 2021f



Source: Department of Statistics, Singapore; BCA; Ipsos analysis

Note: The letter "e" denotes estimated figure and "f" denotes forecasted figures.

The total output value of the medical-related construction industry is forecasted to increase from approximately S\$2.3 billion to approximately S\$3.1 billion at a CAGR of approximately 7.8% from 2017 to 2021 due to the anticipated increase in demand and on-going construction activities for healthcare facilities driven by the Singapore Government's progressive planning of its healthcare facilities development as mentioned. Some key healthcare facilities projects in Singapore scheduled in the pipeline as of 2017 include construction of a new national cancer centre and an integrated intermediate care hub at Jalan Tan Tock Seng and an extensive redevelopment and expansion master plan for the Singapore General Hospital Campus.



---

## INDUSTRY OVERVIEW

---

Our Group has submitted tenders and quotations for a total of 168 healthcare facilities projects funded by the Singapore Government during the Track Record Period and up to the Latest Practicable Date, of which 110 tenders and quotations were successfully awarded to our Group.

### **Medical-related radiation shielding works industry and diagnostic imaging equipment industry in Singapore**

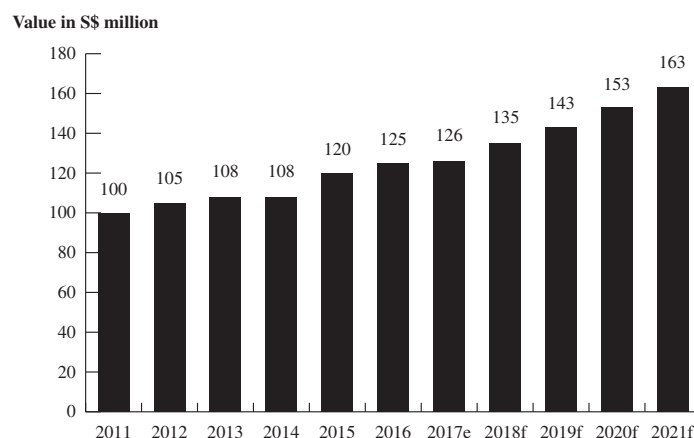
Our Group's primary business activity is the provision of integrated design and building services for medical-related facilities in Singapore, specialising in radiation shielding works. Our services are essential for preventing radiation leakage and facilitating the installation of different types of medical and diagnostic imaging equipment.

According to the Ipsos Report, the total output value of the medical-related construction in respect of radiation shielding works is not available. Nevertheless, as the demand for diagnostic imaging equipment is correlated with the demand for medical-related construction works in respect of radiation shielding works in Singapore, a discussion of the diagnostic imaging equipment industry in Singapore is considered relevant.

Diagnostic imaging equipment is the equipment used by doctors as visual representations of the interior of a patient's body for clinical analysis and medical intervention. The types of such equipment mainly include ultrasounds, Magnetic Resonance Imaging (MRI) scans, X-rays, Computerised Tomography (CT) scans and nuclear scans. When the diagnostic imaging equipment industry is growing, the demand for integrated design and building works that are related to the installation of such equipment, such as radiation shielding works, M&E works and fitting-out works, is also expected to increase.

The diagnostic imaging equipment industry in Singapore increased from approximately S\$100 million in 2011 to approximately S\$125 million in 2016 at a CAGR of approximately 4.6%, which was mainly due to the construction of new hospitals and medical centres, and redevelopment of certain medical-related facilities in the past few years. The revenue of the diagnostic imaging equipment industry is forecasted to increase from approximately S\$126 million to approximately S\$163 million at a CAGR of approximately 6.6% from 2017 to 2021 due to the expected increase in the number of new healthcare and medical-related facilities and therefore an expected increase in demand for diagnostic imaging equipment.

### **Total market value of the diagnostic imaging equipment industry in Singapore, 2011 - 2021f**



Source: Ipsos research and analysis

---

## INDUSTRY OVERVIEW

---

### INDUSTRY DRIVERS

According to the Ipsos Report, the medical-related construction industry and the medical-related radiation shielding works industry in Singapore are expected to benefit from the following industry drivers:

**1. Singapore Government's initiative to increase supply of medical-related facilities**

The Singapore Government's initiative to increase and expedite medical-related facilities supply in Singapore is expected to be one of the key industry drivers. Over the years, the Singapore Government progressively planned its healthcare facilities and infrastructure developments to meet growing demand for healthcare needs and at the same time strengthening its position as a regional medical hub. These developments include new building construction, refurbishment, addition and alteration works, demolition, repair and maintenance works on medical-related facilities. Healthcare facilities construction projects that were planned to commence in 2017 are currently at their early stages of work. Such projects include the new national cancer centre that has commenced work in May 2017 and is expected to be completed in May 2020; an integrated intermediate care hub at Jalan Tan Tock Seng for which the construction work has commenced in February 2017; and an extensive redevelopment and expansion master plan for the Singapore General Hospital Campus which will span across the next two decades. According to the Ipsos Report, new clean rooms and radiology-related facilities are generally required in the new healthcare facilities. The Singapore Government's initiative to increase the medical-related facilities supply will, therefore, drive the demand for medical-related radiation shielding works.

**2. Expected increase in cancer registrations that require radiology and nuclear medical services in Singapore**

The number of cancer registrations in Singapore grew at a CAGR of approximately 4.7% from 2011 to 2015, with a total number of 64,341 cancer registrations during 2011 to 2015. The Singapore Government is currently trying to address and reduce the waiting time for a patient with suspected cancer to get a scan at public hospitals. To facilitate and improve the waiting time for patients to receive their scans or treatments, more diagnostic imaging facilities in hospitals, medical centres and clinics are required to accommodate such needs. Therefore the demand for medical-related construction services in respect of radiation shielding works is expected to increase.

**3. Nationwide initiatives to increase the population in Singapore**

The Singapore Government's initiatives to increase the overall population under the Singapore Population Whitepaper is a part of the Singapore Government's plans to raise the population level to a range of 6.5 to 6.9 million in 2030 from its then 5.3 million in 2012. An increase in population will likely lead to an increase in medical-related facilities in both public and private sectors to support the healthcare needs of the increasing population, which is expected to drive demand for medical-related construction services for new healthcare facilities.

### COMPETITIVE LANDSCAPE AND THE ENTRY BARRIERS

#### Key active medical-related construction contractors in Singapore

Ipsos has identified six key active medical-related construction contractors in Singapore which are able to carry out radiation shielding or related works, based on its desktop and primary research, including (i) the results of interviews conducted with medical equipment vendors, medical service providers and medical-related construction contractors in Singapore; (ii) the research results from various construction industry reports and news articles; and (iii) the research results from various databases such as the Accounting and Corporate Regulatory Authority of

---

## INDUSTRY OVERVIEW

---

Singapore and the Building and Construction Authority (“**BCA**”). The metrics used to determine the six industry players in the market was a consolidation of (i) companies with similar business activities or has business focused on providing design and building services for medical-related facilities, and are able to provide radiation shielding works; (ii) the number of medical-related construction projects, especially for radiation shielding purpose, tendered by/awarded to medical-related contractors from 2011 to 2016; and (iii) total revenue indication (if available). Such six key active contractors include Hwa Koon, our principal operating subsidiary, as well as the following five companies (shown in alphabetical order below):

- Acromec Engineers Pte Ltd
- Decormark Design Pte Ltd
- Globalwide International Pte Ltd
- Slimline Design & Contracts Pte Ltd
- Vantage Construction Pte Ltd

According to Ipsos Report, from the published records of the BCA in respect of public and private medical-related building projects awarded to building works contractors in Singapore, the radiation shielding related projects were only awarded to two building contractors, namely Hwa Koon and Slimline Design & Contracts Pte Ltd (“**Slimline**”) from 2011 to 2016 (with over 70% of these radiation shielding related projects were awarded to Hwa Koon). According to the published records of the BCA, the scope of services of such medical-related building projects in relation to radiation shielding works mainly include the performance of structure strengthening works for hospital and medical centres and the contract sum of each project is less than S\$10 million (i.e. the published records of the BCA only disclosed contract sum of each project by range such as less than S\$10 million, S\$10 million to S\$30 million, S\$30 million to S\$50 million, S\$50 million to S\$100 million, and \$100 million or above).

Among the five key active medical-related construction contractors in Singapore which are able to carry out radiation shielding or related works, Acromec Engineers Pte Ltd (“**Acromec**”) is the only company with holding company listed on the Singapore Stock Exchange while others are private companies in Singapore. Except for Vantage Construction Pte Ltd whose operational and financial information is not publicly available, the background information of other key active contractors are set out below:

According to the Annual Report of Acromec for the year ended 30 September 2016, it has recorded a revenue of approximately S\$43.5 million and a net loss of approximately S\$0.5 million (including listing expenses of approximately S\$0.7 million). The principal business of Acromec is the provision of integrated services including engineering, procurement, construction and maintenance services, specialising in architectural, mechanical, electrical and process works within controlled environments such as laboratories, medical and sterile facilities and cleanrooms. According to the Ipsos Report and based on information publicly available from Acromec, except for one complex cleanroom project which involved electromagnetic shielding, none of the other completed projects of Acromec were directly related to radiation shielding works since 2010, even though it is stated that Acromec is able to perform and provide radiation shielding works and services. Therefore, due to the different business focuses of our Group and Acromec, our Directors consider that the financial performance of Acromec is not directly comparable with our Group. However, at the industry level, as Acromec is the only listed company which was identified by Ipsos as one of the key active medical-related construction contractors in Singapore which are able to carry out radiation shielding or related works, the financial performance of Acromec could be used as reference for assessing the performance of general medical-related construction contractors in Singapore.

---

## INDUSTRY OVERVIEW

---

According to the website of Decormark Design Pte Ltd (“**Decormark**”), Decormark has established itself as a one-stop renovation and interior design firm in 1985. Decormark undertakes residential, commercial and medical-related construction projects. It has completed over 50 medical-related construction projects for hospitals and medical centres from 2014 to 2017.

According to the website of Globalwide International Pte Ltd (“**Globalwide**”), Globalwide is an interior contracting firm mainly focused in the healthcare industry and it is specialised in building facilities within the hospitals such as fertility facilities and X-ray rooms etc. Air Water Inc., a company listed on the Tokyo Stock Exchange with a market capitalisation of approximately JPY403 billion as at Latest Practicable Date, acquired 55% of the shareholding interest in Globalwide in June 2017.

According to the website of Slimline, Slimline provides interior design consultation and renovation works for commercial and residential clients. According to the published records of the BCA in respect of public and private medical-related building projects awarded to building works contractors in Singapore, Slimline was one of two building contractors that were awarded with the radiation shielding related projects.

Ipsos advised that as the total output value of the medical-related construction industry in respect of radiation shielding works in Singapore and the financial information of the majority of the aforesaid active industry players are not available, the market share of our Group and the ranking of the industry players cannot be reliably ascertained.

### **Entry barriers**

#### **1. Specialised knowhow and proven track records required**

The design and building of medical-related facilities, especially those involving radiation shielding works, require very specialised knowhow and experience in order to ensure, for instance, the prevention of radiation leakage and the overall proper and safe operation of the medical facilities.

According to Ipsos Report, one of the key tender evaluation criteria of both public and private sector projects is the contractors’ track record and experience in projects with similar nature and complexity. Contractor’s ability to meet the technical, safety, time and budget requirements of a project will also be considered. As a result, new entrants with little or no track record for medical-related construction projects with radiation shielding works may find it hard to compete for tenders and may also have difficulties in meeting technical requirements. If the contractor failed the radiation leakage examination or failed to complete the construction works within the agreed timeline, the customers might need to incur substantial additional costs in order to fix the radiation leakage and/or suffer from financial loss if the completion date could not be met. Therefore, customers would generally have a strong preference for engaging contractors with proven track records in order to avoid extra costs and time incurred for radiation shielding works.

#### **2. Established relationship with medical equipment vendors and medical service providers**

In general, where a medical service provider has decided on the medical equipment required in their facilities, it would normally invite medical equipment vendors to participate in project tenders procedures. It is common that the selected medical equipment vendor will arrange to supply and install the equipment, and will usually subcontract the entire design and building works to medical-related construction contractors.

---

## INDUSTRY OVERVIEW

---

According to Ipsos Report, medical equipment vendors and private sector medical service providers usually award projects through an invited tender process. They may send tender invitation only to those contractors with good working relationship and proven track records in the past. New entrants may find it difficult to blend into the market and obtain tender invitations as they have yet to build up cooperative relationships and network with medical equipment vendors and medical service providers.

### 3. *Wide variety of skills required*

Contractors providing integrated design and building services to medical-related facilities need to have the knowledge and skill sets, including those in relation to some or all of the different types of systems such as ACMV system, chiller system, electrical system, plumbing, sanitary and drainage system, medical gas and suction system, data communication system and fire protection system. Contractors specialising in one or a limited few of the aforesaid systems may not be able to undertake sizable integrated design and building services projects that require a wide variety of skillsets. New entrants may have difficulties in assembling workforce and management personnel with sufficient knowledge and skills to support such projects that involve a wide application of different systems.

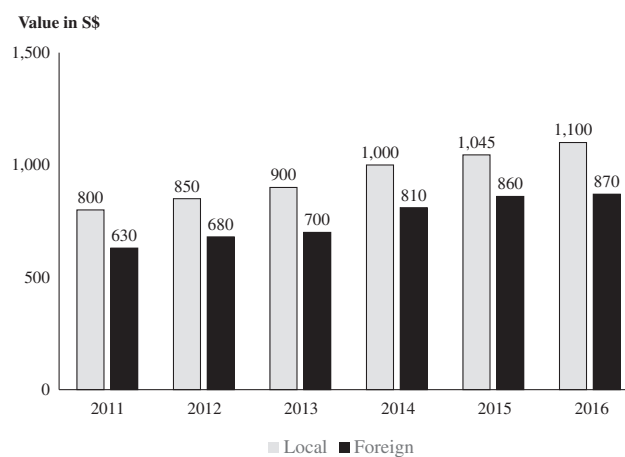
## POTENTIAL CHALLENGES

### Labour shortage

Subcontracting charges are the most significant cost item in our costs of services/sales during the Track Record Period. Our Directors consider that subcontracting charges are directly affected by labour costs as design and building works are labour-intensive in nature. According to the Ipsos Report, the construction industry and medical-related construction industry in Singapore are suffering from hiring challenges due to the shortage of construction labour as a result of an aging workforce supply and a declining rate of young Singaporeans who are entering the industry.

On average, monthly basic wages for local construction workers in Singapore increased from approximately S\$800 in 2011 to approximately S\$1,100 in 2016, representing a CAGR of approximately 6.6%, reflecting the shortage in local workforce in the construction industry. Average monthly basic wages for foreign workers on the other hand increased from approximately S\$630 in 2011 to approximately S\$870 in 2016, representing a CAGR of approximately 6.7%. In general, basic wages paid to foreign workers were on average 20% lower compared to wages paid to local workers.

### Average monthly basic wages, local vs. foreign workforce from 2011 to 2016



Sources: MOM; Department of Statistics, Singapore; Ipsos interviews; Ipsos analysis

---

## INDUSTRY OVERVIEW

---

While there is no available data on the average annual wage of medical-related construction workers, Ipsos considers that changes in the wage level for medical-related construction workers are not materially different from those for construction workers as there has not been any material changes in the employment patterns for different types of construction workers in Singapore over the past few years based on Ipsos' research and analysis.

Ipsos forecasts the average wages for local and foreign construction works will rise at a CAGR of between 6.8% to 7.0% from 2017 to 2021. The shortage of labour and the rising trend of labour costs are therefore expected to be a challenge for the construction industry and the medical-related construction industry in Singapore.

### Rising foreign worker levies

The construction industry in Singapore relies on the supply of foreign labour as the local construction labour force in Singapore is limited and more costly than foreign labour.

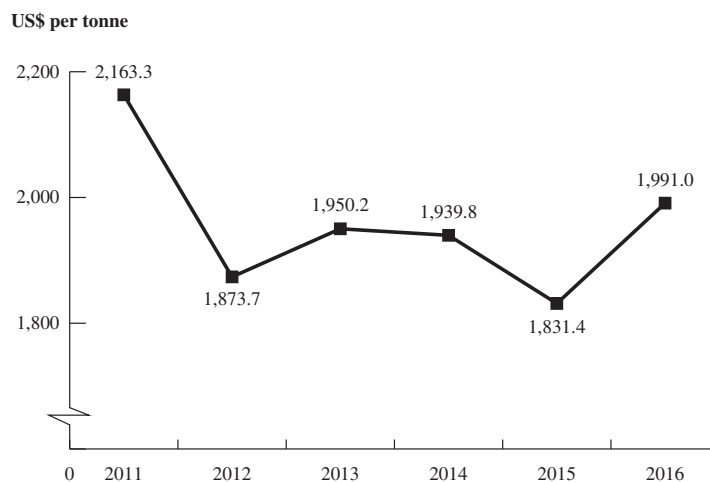
The monthly rate of foreign worker levy for basic skilled workers under the construction sector increased to S\$650 effective from 1 July 2016 and further to S\$700 effective from 1 July 2017 (subject to changes as and when announced by the Singapore Government). Rising foreign worker levy will increase contractors' costs of operations and will therefore be one of the challenges faced by the construction industry.

### Fluctuating cost of materials

Material costs is one of our significant cost items in our costs of services/sales during the Track Record Period. Various different materials are required for the provision of radiation shielding works, M&E works and fitting-out works for medical-related facilities, including in particular lead, steel and other electrical components. Any substantial fluctuations in the costs of materials may affect our material costs and hence our costs of services/sales.

Lead is one of the major types of raw materials for the fabrication of radiation shielding products and for the performance of radiation shielding works. The price of lead in the global market is illustrated in the chart below:

**Price trend of lead in the global market from 2011 to 2016**



Source: The Ipsos Report

---

## INDUSTRY OVERVIEW

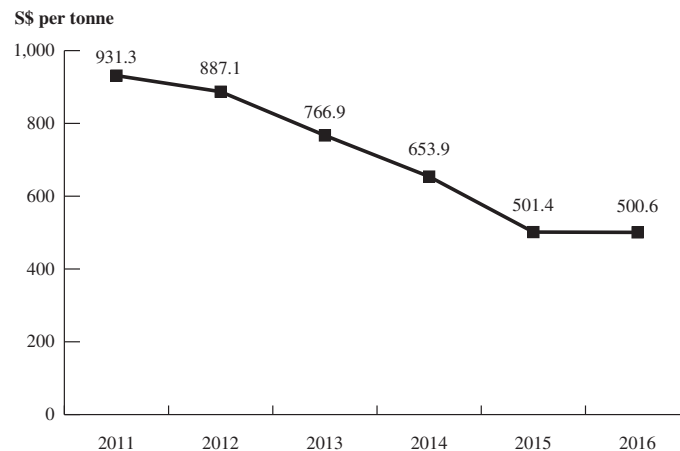
---

*Note:* Based on Ipsos' primary research, price of lead in Singapore is dependent on the changes in the global market, and therefore price of lead is not tracked annually for Singapore unlike other construction materials. As such, disclosure is depicted on a global level and measured in US\$.

The price of lead recorded a negative CAGR of approximately 1.65% from 2011 to 2016. The fluctuation was mainly attributed to the emerging substitute materials for lead (other than the use for radiation shielding) and relatively unstable supply of lead in the global market. According to the Ipsos Report, the price for lead is expected to remain volatile for the next five years due to the same reasons as discussed.

Other basic materials used in the M&E works and fitting-out works include steel. The prices of steel from 2011 to 2016 are shown in the graph below:

**Price trend of steel in Singapore from 2011 to 2016**



*Source: Department of Statistics, Singapore*

Steel prices have dropped from approximately S\$931 per tonne in 2011 to approximately S\$501 per tonne in 2016 at a rate of approximately 11.7% per annum. Despite so, Ipsos forecasts that steel price will gradually increase from 2017 to 2021 because of the expected recovery and growth of the global steel demand as forecasted by the World Steel Association and China's recovering property development market.



---

## REGULATORY OVERVIEW

---

### LICENSING REGIME FOR BUILDERS AND CONTRACTORS IN SINGAPORE

#### Overview

The building and construction industry in Singapore is regulated by the Building and Construction Authority (“**BCA**”), whose primary role is to develop and regulate Singapore’s building and construction industry.

The Building Control Act (Chapter 29 of Singapore) (“**BC Act**”), Building Control (Amendment) Act 2007 and its subsidiary legislation, set out the requirements for the licensing of builders. All builders carrying out building works where plans are required to be approved by the Commissioner of Building Control (the “**BC Commissioner**”) and builders who work in specialist areas which have a high impact on public safety and require specific expertise, skill or resources for their proper execution have to be licensed by the BCA. The licensing scheme for builders (referred to as the Licensing of Builders Scheme) is administered by the BCA, and applies for companies which intend to carry out either private sector building works and/or public sector building works.

Apart from the Licensing of Builders Scheme, there is also the Contractors Registration System in Singapore which is also administered by the BCA. Registration under the Contractors Registration System is a pre-requisite to tender for building works in the public sector in Singapore. A company which is only involved in private sector building works need not register under the Contractors Registration System and will only need a licence under the Licensing of Builders Scheme. A company would need to have a licence issued under the Licensing of Builders Scheme in order to be registered under the Contractors Registration System.

Hwa Koon is issued with a GB1 Licence by the BCA under the Licensing of Builders Scheme and is registered by the BCA under the Contractors Registration System under the workheads of CW01 (General Building), ME01 (Air-Conditioning, Refrigeration & Ventilation Works) and ME11 (Mechanical Engineering).

#### Licensing of Builders Scheme

There are two types of builder’s licences under the Licensing of Builders Scheme, namely the General Builder Licence (the “**GB Licence**”) and the Specialist Builder Licence (“**SB Licence**”), each of which is renewable on a three-yearly basis. A GB Licence is required for builders undertaking general building works; whereas the SB Licence is for builders undertaking certain prescribed specialist building works, such as piling works, ground support and stabilisation works and structural steelwork.

There are 2 sub-categories for the GB Licence: (i) General Builder Class 1 (“**GB1 Licence**”) allows the builder to undertake general building works of unlimited value; and (ii) General Builder Class 2 (“**GB2 Licence**”) restricts the builder to undertake general building works of contract value S\$6 million or less.

As at the Latest Practicable Date, our subsidiary, Hwa Koon, is licensed and issued with GB1 Licence by the BCA which is valid until 16 June 2018.



---

## REGULATORY OVERVIEW

---

As a holder of a GB1 Licence, Hwa Koon can undertake contracts of unlimited value. The permitted work scope under a GB1 Licence includes all general building works as well as the following minor specialist building works:

- (i) all specialist building works associated with minor specialist building works;
- (ii) structural steelwork comprising fabrication and erection work for structures with a cantilever length of not more than 3 metres, a clear span of less than 6 metres and a plan area not exceeding 150 square metres; and
- (iii) pre-cast concrete work comprising casting of pre-cast reinforced concrete slabs or planks on site.

In addition to the aforesaid minor specialist building works, a company with a GB1 Licence may conduct all types of construction works, including all forms of specialist works if the project does not require checks from an accredited checker, but cannot undertake works that have been designated as specialist works to be carried out only by companies possessing a SB Licence.

To qualify for the GB1 Licence, the licensee must have a minimum paid-up capital of S\$300,000. In addition, the following personnel requirements must be met:

<i>Course</i>	<b>Approved person<sup>(1)</sup></b>	<i>Course</i>	<b>Technical controller<sup>(2)</sup></b>
	<i>Practical Experience</i>		<i>Practical Experience</i>
A course leading to a Bachelor's degree or postgraduate degree in any field	At least 3 years (in aggregate) of practical experience in the execution of construction projects (whether in Singapore or elsewhere) after attaining the corresponding qualification	A course leading to a Bachelor's degree or postgraduate degree in a construction and construction-related fields <sup>(3)</sup>	At least 5 years (in aggregate) of practical experience in the execution of construction projects (whether in Singapore or elsewhere) after attaining the corresponding qualification
or			
A course leading to a diploma in a construction and construction-related fields <sup>(3)</sup>	At least 5 years (in aggregate) of practical experience in the execution of construction projects (whether in Singapore or elsewhere) after attaining the corresponding qualification		
or			
A course conducted by BCA known as Essential Knowledge in Construction Regulations & Management for Licensed Builders	At least 10 years (in aggregate) of practical experience in the execution of construction projects in Singapore		

**Notes:**

- (1) The approved person is the appointed key personnel under whose charge and direction of the management of the business of the licensee, in so far it relates to general building works or specialist building works in Singapore, is to be at all times. The approved personnel shall be the sole-proprietor, partner, director or member of the board of management of the licensee. If an employee of the licensee is appointed as the approved person, he shall be employed in such a manner and with such similar duties and responsibilities as a director or member of its board of management. The approved person shall not have acted as an approved person or the technical controller of a builder whose licence has been revoked in the 12 months preceding the date of application for the licence by the licensee. The approved person must not be acting, for so long as he is the approved person for the licensee, as a technical controller for any company with or applying for a licence. The approved person must give his consent for carrying out the duties of an approved person for the licence.

---

## REGULATORY OVERVIEW

---

- (2) The technical controller is the appointed key personnel under whose personal supervision the execution and performance of any general building works or specialist building works in Singapore that the licensee undertakes is carried out. The technical controller(s) could be the sole proprietor, partner, director or member of board of management of the licensee or an employee (being a person employed in such a manner and with such similar duties and responsibilities as a partner, director or member of its board of management). The technical controller shall not have acted as an approved person or the technical controller of a builder whose licence has been revoked in the 12 months preceding the date of application for the licence by the licensee. The technical controller must not be acting, for so long as he is the technical controller for the licensee, as a technical controller for any company with or applying for a licence. The technical controller must give his consent to carrying out the duties of a technical controller for the applicant of the licensee.
- (3) “Construction and construction-related field” means the field of architecture, civil or structural engineering, mechanical or electrical engineering, construction or project management, quantity surveying or building science, facilities or estate management.

During the Track Record Period and up to the Latest Practicable Date, the roles of approved person and technical controller for our GB1 Licence were taken up by Mr. Koh and Mr. Ong Cher Tiok (who is currently our employee) respectively. Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, the aforesaid personnel requirements were fully complied with and were satisfied by our employment of individuals who possess the requisite qualifications and experience. In relation to our measures to mitigate the risks of departure of such existing qualified personnel, please refer to the section headed “Business – Licences and registrations – Requirements for maintaining our licences and registrations” in this prospectus.

### ***Renewal and retention requirements***

For renewal of the GB1 Licence, an applicant must submit to the BC Commissioner an application for renewal of licence not later than one month before the date of expiry of the licence, accompanied by the relevant renewal fee. If the application is submitted less than one month before the date of expiry of the licence, the renewal must be accompanied by the relevant renewal fee and late application fee. The BC Commissioner may refuse to renew any licence if such application is made not more than 14 days before the date of expiry of the licence. Renewal of the GB1 Licence is required every three years and generally an application to the BCA for renewal takes approximately two weeks to be processed.

As advised by the Singapore Legal Adviser, Hwa Koon is eligible to meet the aforesaid renewal requirements and it does not presently foresee any legal impediments for Hwa Koon in renewing its GB1 Licence.

### **Contractors Registration System**

The Contractors Registration System is administered by the BCA and was established to register contractors who are able to provide construction-related goods and services to the Singapore public sector which include government departments, statutory bodies and other public sector organisations.

At present, there are seven major categories of registration under the Contractors Registration System: (i) Construction (CW); (ii) Construction-Related (CR); (iii) Mechanical and Electrical (ME); (iv) Maintenance (MW); (v) Trade Heads for sub-contractors (TR); (vi) Regulatory Workhead (RW); and (vii) Supply (SY).

Under these seven major categories, there is a further sub-classification of a total of 63 workheads. Each major category of registration under the Contractors Registration System is also subject to up to seven financial grades. In order to qualify for a particular grade, companies must satisfy the respective grade requirements in terms of (i) financial resources; (ii) track record; (iii) sufficiency of personnel resources with the relevant skills and experience; and (iv) management certification (such as Singapore Accreditation Council Accredited ISO 9001, ISO 14001, OHSAS 18001, etc.). The qualified grade of registered companies corresponds with a tender limit (valid for one year) which, depending on the economy of the construction industry in Singapore, may be adjusted from year to year.

---

## REGULATORY OVERVIEW

---

The validity for a first time registration is for a period of three years. Registration will thereafter lapse automatically unless a renewal (for a period of three years) is filed and approved by the BCA.

As at the Latest Practicable Date, our subsidiary, Hwa Koon, is registered under the Contractors Registration System under the following workheads related to construction, mechanical and electrical engineering:

Workheads	Title	Tender limits	Grade <sup>(7)</sup>	Expiry Date
CW01	General Building <sup>(4)</sup>	S\$4.00 million	C1	1 September 2019
ME01	Air-Conditioning, Refrigeration & Ventilation Works <sup>(5)</sup>	S\$1.30 million	L2	1 September 2019
ME11	Mechanical Engineering <sup>(6)</sup>	S\$0.65 million	L1	1 September 2019

*Notes:*

- (4) Scope includes (i) all types of building works in connection with any structure, being built or to be built, for the support, shelter and enclosure of persons, animals, chattels or movable property of any kind, requiring in its construction of multi-storey car-parks, buildings for parks and playgrounds and other recreational works, industrial plants and utility plants; (ii) addition and alteration works on buildings involving structural changes; and (iii) installation of roofs.
- (5) Scope includes the installation, commissioning, maintenance and repairs of air-conditioning, refrigeration, cold rooms, and ventilation systems.
- (6) Scope includes the installation, commissioning, maintenance and repair of mechanical plant, machinery and systems. It includes the installation and maintenance of power generation and turbine systems.
- (7) The difference in the grades relate to the tender limits for Singapore public sector projects, which may be adjusted from year to year depending on the economy of the construction industry in Singapore. For further details, please refer to the paragraph headed “Tender limits for different grades under the Contractors Registration System” below.

### ***Tender limits for different grades under the Contractors Registration System***

Tender limits for different grades of major categories of registration under the Contractors Registration System are as summarised below:

- (i) For workheads CW01:

Grades	A1	A2	B1	B2	C1	C2	C3
Tender Limit (S\$ million)	Unlimited	85	40	13	4	1.3	0.65

- (ii) For ME01 and ME11:

Grades	Single Grade	L6	L5	L4	L3	L2	L1
Tender Limit (S\$ million)	Unlimited	Unlimited	13	6.5	4	1.3	0.65

---

## REGULATORY OVERVIEW

---

### ***Registration and retention requirements***

Renewal of the registrations under the Contractors Registration System is required every three years and generally an application to the BCA for renewal takes approximately two weeks to be processed.

In order to apply for, maintain and renew the registrations under the Contractors Registration System, there are different requirements to be complied with for different grades, including but not limited to financial resources (minimum paid-up capital and minimum net worth), management and sufficiency of personnel resources with the relevant skills and experience ((including registrable professionals (“**RP**”) <sup>(8)</sup>, professionals (“**P**”) <sup>(9)</sup> and technicians (“**T**”) <sup>(10)</sup>), as well as track record of past projects.

All applicants are expected to meet these respective specific requirements. Additionally, applicants applying for renewal of its registration status are expected to prove that they are still active in the line of business, and produce evidence to show to BCA’s satisfaction that it has undertaken relevant works or supplies during the preceding three years. Applicants under a scheme of arrangement, judicial management or financial embarrassment (bankruptcy, liquidation, winding-up, negative press reports, etc.) will not be considered for registration and, if registered, may be de-registered.

Some of the specific requirements as at the Latest Practicable Date are as follows:

<b>Workhead/Permitted Scope/Grade</b>	<b>Requirements</b>	
CW01/General Building/C1 (“ <b>CW01 Licence</b> ”)	Minimum paid-up capital and minimum net worth	SS\$300,000
	Management/Personnel	To employ at least 1 RP or P and 1 T, of which 1 RP/P/T with BCCPE <sup>(11)</sup>
	Track record (over a three-year period)	To secure projects with an aggregate contract value of at least SS\$3.0 million
	Certification	bizSAFE Level 3 <sup>(12)</sup> /OHSAS 18001
	Additional requirement	To possess GB1 Licence or GB2 Licence
ME01/Air-Conditioning, Refrigeration & Ventilation Works/L2 (“ <b>ME01 Licence</b> ”)	Minimum paid-up capital and minimum net worth	SS\$50,000
	Management/Personnel	To employ 1T with 3 years of relevant experience and at least 1 RP/P/T with BCCPE <sup>(11)</sup>
	Track record (over a three-year period)	To secure projects with an aggregate contract value of at least SS\$1.0 million
	Certification	bizSAFE Level 3 <sup>(12)</sup> /OHSAS 18001
ME11/Mechanical Engineering/L1 (“ <b>ME11 Licence</b> ”)	Minimum paid-up capital and minimum net worth	SS\$10,000
	Management/Personnel	To employ 1T and at least 1 RP/P/T with BCCPE <sup>(11)</sup>
	Track record (over a three-year period)	To secure projects with an aggregate contract value of at least SS\$100,000

---

## REGULATORY OVERVIEW

---

*Notes:*

- (8) A RP must have a minimum professional qualification of a degree in architecture, civil/structural, mechanical or electrical engineering recognised by the Professional Engineers Board, BCA or Board of Architects Singapore.
- (9) A P must have a minimum professional qualification of a recognised degree in civil/structural, mechanical, electrical engineering, architecture, building or equivalent.
- (10) A T must have a minimum qualification in any of the following: (i) a diploma in civil/structural, mechanical, electrical engineering, architecture, building or equivalent awarded by the BCA Academy, Nanyang Polytechnic, Ngee Ann Polytechnic, Republic Polytechnic, Singapore Polytechnic or Temasek Polytechnic; (ii) a National Certificate in Construction Supervision or Advance National Building Qualification or a Specialist Diploma in M&E Coordination awarded by the BCA Academy; or (iii) such other diplomas or qualifications as approved by the BCA from time to time.
- (11) Basic Concept in Construction Productivity Enhancement (Certificate of Attendance) (“**BCCPE**”). This certificate is obtained after having attended a course conducted by the BCA Academy. Should the director of a company be the only person in the company possessing a BCCPE, he cannot utilize the same BCCPE to satisfy the requirements for another company of which he is also part of.
- (12) bizSAFE is a five-step programme to assist companies build up their workplace safety and health capabilities. bizSAFE Level 3 is issued by the Workplace Safety and Health Council. Workplaces that have achieved bizSAFE Level 3 would have their risk management implementation and must engage a Workplace Safety and Health auditor approved by the Ministry of Manpower (“**MOM**”) to assess the implementation of risk management in their enterprise.

### ***Personnel requirements***

Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, the aforesaid personnel requirements were fully complied with and were satisfied by our employment of individuals who possess the requisite qualifications and experience. In relation to our measures to mitigate the risks of departure of our existing qualified personnel, please refer to the section headed “Business – Licences and registrations – Requirements for maintaining our licences and registrations” in this prospectus.

### ***Certification requirements***

A bizSAFE Level 3 certification is the minimum requirement for registration of workheads CW01 and ME01 under the Contractors Registration System. Hwa Koon has obtained a bizSAFE Level Star certification during the Track Record Period and up to the Latest Practicable Date, which is the highest accreditation (above bizSAFE Level 3) in the bizSAFE programme offered by the Workplace Safety and Health Council in Singapore.

As advised by the Singapore Legal Adviser, Hwa Koon is eligible to meet the aforesaid renewal requirements and it does not presently foresee any legal impediments in renewing its various registrations under the Contractors Registration System as stated above.

## **RADIATION PROTECTION**

### **Possession or dealing in radioactive materials or irradiating apparatus**

The Radiation Protection Act (Chapter 262 of Singapore) (“**RPA**”) controls and regulates, *inter alia*, the possession and use of radioactive materials and irradiating apparatus. The RPA provides that no person shall, except under and in accordance with a licence, have in his possession or under his control or use or otherwise deal in any radioactive material or irradiating apparatus.

---

## REGULATORY OVERVIEW

---

The RPA also provides that:

- (i) every person who sells any irradiating apparatus shall immediately give notice of the sale to the Director-General of Environmental Protection (“**Director-General**”), together with the name, address and prescribed particulars of the person to whom it was sold, in such form and manner as may be prescribed;
- (ii) every person who purchases any irradiating apparatus shall immediately give notice of the purchase to the Director-General, together with the name, address and prescribed particulars of the person from whom it was purchased, in such form and manner as may be prescribed; and
- (iii) no person shall dispose of any irradiating apparatus, whether in a working condition or otherwise, without the prior approval in writing of the Director-General.

The licences are issued by the Radiation Protection and Nuclear Science Department (“**RPNSD**”) under the RPA and its subsidiary legislation, such as the Radiation Protection (Ionising Radiation) Regulations which regulate, *inter alia*, the manufacture, possession for sale or dealing in irradiating apparatus, the manufacture, possession for sale or dealing in radioactive materials, keeping or possessing an irradiating apparatus for use other than sale, keeping or possessing radioactive materials for use other than sale, using irradiating apparatus (other than sale), using, handling and transporting radioactive materials, handing and transporting radioactive materials, importing a consignment of radioactive materials, exporting a consignment of radioactive materials or transiting a consignment of nuclear materials. Licences issued by the RPNSD comprise, amongst others:

<b>Licence Type</b>	<b>Licensable Activity</b>
L1	To manufacture, possess for sale or deal in irradiating apparatus
L3	To keep or possess an irradiating apparatus for use other than sale
L5	To use irradiating apparatus (other than sale)
L7A	To import a consignment of irradiating apparatus
L7B	To export a consignment of irradiating apparatus
R1	Registration as a radiation worker

Companies selling or dealing in ionising radiation (“**IR**”) irradiating apparatus must apply for the L1 type of licence. If the company is going to provide demonstration or maintenance of the equipment, the company must apply for L5 and R1 types of licences. Every consignment of IR irradiating apparatus to be imported/exported requires a L7A or L7B consignment licence. These types of licences would generally be required for our customers who are medical equipment vendors, who typically supply and install the equipment on their own, and subcontract design and building works to construction contractors (such as our Group).

Owners of IR irradiating apparatus will need to apply for a L3 licence for the possession of each irradiating apparatus owned. There has to be at least one applicant for the L5 licence to be responsible for the safe use of the IR irradiating apparatus and any other person using the apparatus will have to apply for R1 registration to work under the supervision of the L5 licensee. These types of licences would generally be required for our customers who are medical service providers (such as hospitals and clinics), who would purchase, keep, possess and/or use medical equipment (such as IR irradiating apparatus) required for their facilities.

---

## REGULATORY OVERVIEW

---

The business activities of our principal operating subsidiary, Hwa Koon, falls within the licensable activity under the L1 licence, only in the limited circumstances of on-site dismantling and arranging for certain models of used ionising irradiating apparatus to be disposed by licensed third-party waste handling companies where required, typically prior to the commencement of building works which we are engaged to perform. Save for the limited circumstances described above, we do not engage in the sale of or other dealings in irradiating apparatus. As at the Latest Practicable Date, Hwa Koon holds a L1 licence to possess for sale and deal in ionising irradiating apparatus such as used medical diagnostic X-ray equipment of specified manufacturers. Hwa Koon has held a valid L1 licence throughout the Track Record Period and its current L1 licence was effective on 1 January 2018 and is due for renewal on 31 December 2019.

### ***Renewal and retention requirements***

All applicants are first required to write a letter to the RPNSD, listing the licence to be renewed and indicating their intention to renew the licence.

It is then required to send the letter to RPNSD together with the licence fees, indicating if there should be any update of the storage or usage locations of the irradiating apparatus or radioactive material, and also if there are any changes in mailing address.

Application for the renewal of the L1 licence shall be made not later than one month before the expiry date as appearing in the licence.

As advised by the Singapore Legal Adviser, Hwa Koon is eligible to meet the aforesaid renewal requirements and it does not presently foresee any legal impediments for Hwa Koon in renewing its L1 licence.

### ***Radiation Shielding Works in the Medical Sector***

Premises using radiation sources are subject to inspections to ensure compliance with regulatory requirements. Before a new radiation facility can be put to use (in particular, before the grant of the L3 licence elaborated above), officers from the RPNSD will generally inspect the premises to ensure that the requirements of the RPA and its subsidiary legislation are complied with. Specific requirements apply for premises where irradiating apparatus are used for medical therapeutic purposes. Premises used as X-ray therapeutic installations are required to comply with specified requirements comprising, amongst others, that: (i) the X-ray room is required to have sufficient space to provide safe accommodation for every individual who is in the room; (ii) walls and doors of the X-ray room shall have adequate thickness or shall be adequately lead-lined to provide protection against the primary beam and the secondary radiation for any individual in rooms or wards adjacent to the X-ray room; (iii) the room housing the X-ray unit shall be provided with a suitable warning signal which has to be automatically switched on whenever the X-ray unit is being used; and (iv) the door to the treatment room shall be provided with an interlocking device which will ensure that the beam can be switched on only when the door is completely closed; and if the door is accidentally opened after the X-ray unit has been energized, the beam will be automatically switched off and can only be switched on again at the control panel.



---

## REGULATORY OVERVIEW

---

### **BUILDING AND CONSTRUCTION INDUSTRY SECURITY OF PAYMENT ACT**

The Building and Construction Industry Security of Payment Act (Chapter 30B of Singapore) (“**BCISPA**”) was enacted to facilitate payments for construction work done, or for related goods or services supplied, in the building and construction industry. The BCISPA aims to improve cash-flow by helping to speed up payment in the building and construction industry, by conferring statutory benefits such as the right to receive progress payments, and by providing for adjudication, a fast and low-cost dispute resolution mechanism, to resolve payment disputes. The BCISPA only applies to two types of contracts, namely a “construction contract” and a “supply contract”, the definitions of which are set out in the paragraph below headed “Payment claims and payment responses” in this section. Any person who has carried out any construction work or supplied any goods or services under a “contract” (as defined under the BCISPA) would be statutorily entitled to progress payments.

The provisions of the BCISPA shall have effect notwithstanding any provision to the contrary in any contract, and any contractual provision which attempts to exclude, restrict, modify or in any way prejudice the operation of the BCISPA shall be void. A “pay when paid” provision of a contract is unenforceable and has no effect in relation to any payment for construction work carried out or undertaken to be carried out, or for goods or services supplied or undertaken to be supplied, under the contract.

We enter into contracts with our customers comprising medical equipment vendors, medical services providers and/or construction contractors, and to the extent that any of these contracts fall within the ambit of the BCISPA, we would be entitled to the statutory benefits conferred by the BCISPA. We also enter into contracts with our suppliers comprising subcontractors, suppliers of building and shielding materials and suppliers of miscellaneous services, and to the extent that any of these contracts fall within the ambit of the BCISPA, such suppliers would be entitled to the statutory benefits conferred by the BCISPA. For further details on the types of contracts we enter into and the principal terms of our engagement, please refer to the sections headed “Business – Customers – Principal terms of engagement” and “Business – Suppliers – Principal terms of engagement” in this prospectus.

#### **Rights to progress payments**

The BCISPA contains provisions relating to, *inter alia*, the amount of the progress payment to which a person is entitled under a contract, the valuation of the construction work carried out under a contract and the date on which a progress payment becomes due and payable. Progress payments, under the BCISPA, include a single or one-off payment, or a payment that is based on an event or date.

The BCISPA does not prescribe a fixed quantum (or percentage of contract value) in relation to the amount of progress payments payable. Contracting parties are generally free to negotiate and agree on the contract value and the amount(s) due and payable at agreed intervals or milestones, save that the relevant payments shall become due and payable upon the specified dates under the BCISPA.

The BCISPA can apply even where the contract has no provision for progress payments, in which case the claimant can make a payment claim for an amount calculated on the basis of the value of the construction work carried out, or the goods or services supplied, by the person under the contract.



---

## REGULATORY OVERVIEW

---

### Payment claims and payment responses

Where a construction contract (being an agreement under which (i) one party undertakes to carry out construction work, whether including the supply of goods or services or otherwise, for one or more other parties, or (ii) one party undertakes to supply certain prescribed services to one or more other parties) provides for the date on which a progress payment becomes due and payable, the progress payment becomes due and payable on the earlier of the following dates:

- a) the date as specified in or determined in accordance with the terms of the contract; or
- b) the date immediately upon the expiry of 35 days after (i) if the claimant is a taxable person under the Goods and Services Tax Act (Cap. 117A) (“**Taxable Person**”) who has submitted to the respondent a tax invoice for the progress payment, the date the tax invoice is submitted to the respondent, or (ii) in any other case, the date on which or the period within which the payment response is required to be provided in accordance with the BCISPA (whether or not a payment response is provided).

Where a construction contract does not provide for the date on which a progress payment becomes due and payable, the progress payment becomes due and payable immediately upon the expiry of 14 days after:

- a) if the claimant is a Taxable Person who has submitted to the respondent a tax invoice for the progress payment, the date the tax invoice is submitted to the respondent; or
- b) in any other case, the date on which or the period within which the payment response is required to be provided in accordance with the BCISPA (whether or not a payment response is provided).

Where a supply contract (being an agreement (excluding certain prescribed agreements) under which (i) one party undertakes to supply goods to any other party who is engaged in the business of carrying out construction work or who causes to be carried out construction work; (ii) the supply is for the purpose of construction work carried out or caused to be carried out by the second-mentioned party and (iii) the first-mentioned party is not required to assemble, construct or install the goods at or on the construction site) provides for the date on which a progress payment becomes due and payable, the progress payment becomes due and payable on the earlier of the following dates:

- a) the date as specified in or determined in accordance with the terms of the contract; or
- b) the date immediately upon the expiry of 60 days after the relevant payment claim is served in accordance with the BCISPA.

Where a supply contract does not provide for the date on which a progress payment becomes due and payable, the progress payment becomes due and payable upon the expiry of 30 days after the relevant payment claim is served in accordance with the BCISPA.

In the event that the payment date agreed between the contracting parties go beyond the maximum duration prescribed by the BCISPA, the payment date prescribed by the BCISPA prevails as between the contracting parties.

---

## REGULATORY OVERVIEW

---

### Entitlement to make adjudication applications

A claimant who, in relation to a construction contract, fails to receive payment by the due date of the response amount which he has accepted, is entitled to make an adjudication application in relation to the relevant payment claim. Where, in relation to a construction contract, the claimant disputes a payment response provided by the respondent, or the respondent fails to provide a payment response to the claimant by the payment response deadline, the claimant is entitled to make an adjudication application in relation to the relevant payment claim if, by the end of the dispute settlement period (in relation to a payment claim dispute, being the period of seven days after the payment response deadline), the dispute is not settled or the respondent does not provide the payment response, as the case may be.

A claimant who has served a payment claim in relation to a supply contract is entitled to make an adjudication application in relation to the payment claim if (a) the claimant fails to receive payment by the due date of the claimed amount, or (b) the claimant disputes the response amount, where the response amount is less than the claimed amount.

### Our payment practice with our customers/suppliers

Our payment terms with our customers are generally based on (i) monthly payment; or (ii) payment with reference to the pre-agreed stages of works as stated in the contracts and/or upon formal completion of our works. Our payment terms with our subcontractors are typically based on payment with reference to the pre-agreed stages of works as stated in the contracts and/or upon formal completion of their works, while our payments to our other suppliers are generally made after their delivery of goods or services. Hence, our contracts with our customers and suppliers are generally subject to the statutory benefits conferred under the BCISPA.

During the Track Record Period, we generally paid our suppliers within the credit terms granted by them after receipt of their invoices or payment applications. Further, our Directors confirmed that we have not been served with any tax invoice for progress payment from our suppliers which require payment response by us in accordance with the BCISPA during the Track Record Period and up to the Latest Practicable Date. Further, our contracts with subcontractors and other suppliers do not contain any “pay when paid” or similar provisions. Therefore, our Directors confirm that our payment pattern has complied with the requirements of the BCISPA.

As advised by the Singapore Legal Adviser, during the Track Record Period and up to the Latest Practicable Date, our Group has not been subject to and/or involved in any payment adjudications processes initiated under the BCISPA with our customers or suppliers.

## EMPLOYMENT MATTERS

### Employment Act

The Employment Act (Chapter 91 of Singapore) (“EA”) is the main legislation governing employment in Singapore. The EA covers every employee who is under a contract of service with an employer and includes a workman (as defined under the EA) but does not include, *inter alia*, any person employed in a managerial or executive position (subject to the exceptions set out below). A workman is defined under the EA as including, *inter alia*, (i) any person, skilled or unskilled, who has entered into a contract of service with an employer in pursuance of which he is engaged in manual labour, including any apprentice, (ii) any person employed partly for manual labour and partly for the purpose of supervising in person any workman in and throughout the performance of his work. Any person employed in a managerial or an executive position (who is generally not regarded as an employee under the EA) who is in receipt of a salary not exceeding S\$4,500 a month shall be regarded as an employee for the purposes of provisions in the EA relating to, *inter alia*, payment and computation of salaries, powers of the Commissioner for Labour in relation to claims, complaints and investigations into offences under the EA and procedures and regulations governing claims and offences under the EA.

---

## REGULATORY OVERVIEW

---

Part IV of the Employment Act contains provisions relating to, *inter alia*, working hours, overtime, rest days, holidays, annual leave, payment of retrenchment benefit, priority of retirement benefit, annual wage supplement and other conditions of work or service and apply to: (a) workmen earning basic monthly salaries of not more than S\$4,500 and (b) employees (excluding workmen) earning basic monthly salaries of not more than S\$2,500. Paid public holidays and sick leave apply to all employees who are covered by the EA regardless of salary levels.

### **Employment of foreign employees in Singapore**

Hwa Koon employs foreign employees (being construction workers) in its ordinary course of business in Singapore. Therefore, the following laws and regulations in relation to the employment of foreign employees in Singapore are applicable to our Group.

### ***Employment of Foreign Manpower Act***

The employment of foreign employees in Singapore is governed by the Employment of Foreign Manpower Act (Chapter 91A of Singapore) (“**EFMA**”) and is regulated by MOM. The EFMA prescribes the responsibilities and obligations of employers of foreign employees in Singapore.

Section 5(1) of the EFMA provides that no person shall employ a foreign employee unless he has obtained in respect of the foreign employee a valid work pass from MOM which allows the foreign employee to work for him.

The availability of foreign workers to the construction industry is regulated by MOM through, *inter alia*, approved source countries, the imposition of security bonds and levies, dependency ceilings based on the ratio of local to foreign workers and quotas based on the man year entitlements (“**MYE**”) in respect of workers from non-traditional sources (“**NTS**”) and the People’s Republic of China (“**PRC**”).

### ***Approved source countries***

The approved source countries for construction workers are Malaysia, the PRC, Non-Traditional Sources (“**NTS**”) and North Asian Sources (“**NAS**”). NTS countries include countries such as India, Sri Lanka, Thailand, Bangladesh, Myanmar and the Philippines. NAS countries include Hong Kong (holders of HKSAR passports), Macau, South Korea and Taiwan. During the Track Record Period, Hwa Koon employed foreign workers from India, Malaysia, Bangladesh and the PRC.

Construction companies must have prior approval (“**PA**”) from the MOM to employ foreign workers from NTS countries and the PRC. The PA indicates the number of foreign workers a company is allowed to bring in from NTS countries and the PRC. It also determines the number of workers who can have their work permits renewed, or who can be transferred from another company in Singapore. PAs are given based on: (i) the duration of the work permits applied for; (ii) the number of full-time local workers employed by the company over the past three months as reflected in the company’s Central Provident Fund contribution statements; (iii) the number of man-years allocated to the company (for main contractors) or the man-years directly allocated from the company’s main contractor (for sub-contractors); and (iv) the remaining number of company’s quota available.

---

## REGULATORY OVERVIEW

---

Foreign construction workers would be required to obtain the following before they are allowed to work in Singapore:

<b>Requirements</b>	<b>Type of workers</b>
Skills Evaluation Certificate (“ <b>SEC</b> ”) or Skills Evaluation Certificate (Knowledge) (“ <b>SEC(K)</b> ”) <sup>(13)</sup> , issued or accepted by the BCA	NTS countries and the PRC under the PA (Type: New); NAS countries
Sijil Pelajaran Malaysia (“ <b>SPM</b> ”) or its equivalent, the SEC or SEC(K)	Malaysia
Attend and pass either the Construction Safety Orientation Course (“ <b>CSOC</b> ”) or Apply Workplace Safety and Health in Construction Sites Course (“ <b>AWSHCSC</b> ”) <sup>(14)</sup>	NTS countries, NAS countries, the PRC and Malaysia (All)
Pass medical examination by doctor registered in Singapore	NTS countries, NAS countries, the PRC and Malaysia (All)

*Notes:*

- (13) Both the SEC and SEC(K) schemes are initiatives by the BCA to raise skills, productivity and safety in the construction sector.
- (14) From 1 May 2017, the CSOC has been migrated to the AWSHCSC under the Singapore Workforce Skills Qualifications system.

With respect to NTS and PRC construction workers, basic skilled workers are allowed to work up to a maximum of 10 years, while higher skilled workers are allowed to work up to 22 years. There is no maximum employment period for all other foreign workers (from NAS and Malaysia). The maximum age limit for all foreign workers to work in Singapore, regardless of country of origin, is up to 60 years old.

In addition, for each individual’s work permit, in-principle approvals have to be sought. Within two weeks of arrival, the foreign construction worker is required to undergo a medical examination by a doctor registered in Singapore and must pass such medical examination before a work permit can be issued to him.

All foreign workers in the construction sector must attend the CSOC or AWSHCSC, a two-day course conducted by various training centres accredited by the MOM and obtain a valid pass. The CSOC or AWSHCSC (i) ensures that construction workers are familiar with common safety requirements and health hazards in the industry; (ii) educates them on the required measures to prevent accidents and diseases; (iii) ensures that they are aware of their rights and responsibilities under Singapore employment law; and (iv) familiarises with personal protective equipment. Employers must ensure that the foreign workers attend the course within two weeks of their arrival in Singapore before their work permits can be issued. At the end of the course, the workers will receive a safety orientation pass if they pass its requirement or assessment. Foreign workers who have failed the CSOC or AWSHCSC must retake the course as soon as possible. Employers who fail to ensure that their workers take and pass the CSOC or AWSHCSC will be barred from applying for any new work permits for three months, while the affected workers will have their work permits revoked.

---

## REGULATORY OVERVIEW

---

During the Track Record Period and up to the Latest Practicable Date, we have required our foreign employees to undergo all the requisite training courses and medical examinations pursuant to the aforesaid requirements before the commencement of their employment with us.

### **Security bonds**

For the construction sector, for each NAS, NTS or PRC construction worker whom is successfully granted with a work permit, a security bond of S\$5,000 in the form of a banker's guarantee or insurance guarantee is required to be furnished to the Controller of Work Passes under the EFMA. The security bond must be furnished prior to the foreign worker's arrival in Singapore, failing which entry into Singapore will not be allowed. Malaysian workers are exempt from the above requirement of furnishing a security bond.

As at the Latest Practicable Date, Hwa Koon has 18 foreign workers who were non-Malaysian work permit holders, and during the Track Record Period and up to the Latest Practicable Date, Hwa Koon has arranged for the issuance of security bonds by insurance companies for our relevant foreign workers.

The purposes of the security bonds are to ensure that employers and their respective foreign workers comply with the conditions of the work permits issued, which include, *inter alia*, (for employers) the maintenance of medical insurance and the conduct of medical examination(s), and (for foreign workers) not taking part in any other business or starting their own business, and not marrying a Singapore citizen or permanent resident in or outside Singapore without the approval of the relevant authority.

The security bonds may be forfeited if, *inter alia*, the employer or employees violate any of the conditions of the work permits, fail to pay employee salaries on time, fail to repatriate foreign workers back to their countries of origin when their work permits expire, or if the foreign worker goes missing.

Our Group has implemented internal control measures to manage our foreign employees in order to mitigate the risk of forfeiture of security bonds. Please refer to the section headed "Business – Risk management and internal control systems" in this prospectus for details.

### **Foreign worker levy**

For the construction sector, employers are required to pay prescribed foreign worker levies according to the qualification of the foreign workers employed. The levy rates are subject to changes as and when announced by the Singapore Government.

Worker category	Monthly levy rate (effective 1 July 2014) S\$	Monthly levy rate (effective 1 July 2015) S\$	Monthly levy rate (effective 1 July 2016) S\$	Monthly levy rate (effective 1 July 2017) S\$
Higher skilled and on man year entitlements ("MYE")	300	300	300	300
Basic skilled and on MYE	550	550	650	700
Higher skilled and MYE waiver <sup>(15)</sup>	700	600	600	600
Basic skilled and MYE waiver <sup>(15)</sup>	950	950	950	950

---

## REGULATORY OVERVIEW

---

*Note:*

- (15) To qualify for MYE waiver, the foreign workers must have at least three years of working experience in Singapore which is relevant to the construction sector.

### ***Dependency ceilings***

The dependency ceiling for the construction industry is currently set at a ratio of one full-time local worker to seven foreign workers. This means that for every full-time Singapore citizen or Singapore permanent resident employed by a company in the construction sector with regular full month Central Provident Fund contributions made by the employer, the company can employ seven foreign workers. If the quota is exceeded, new applications for and renewals of work passes may be rejected. The number of foreign workers under S passes is in turn limited to 20% of the total workforce of the company.

Based on the latest information available from the MOM database as at the Latest Practicable Date, Hwa Koon has utilised 23 of the quota balance for foreign workers, among which 18 were holders of work permits and 5 were holders of S Passes. Based on the ratio of one full-time local worker to seven foreign workers, the maximum number of foreign workers Hwa Koon can hire is 126, which means that we can hire 103 additional foreign workers based on the dependency ceilings.

### ***Man Year Entitlements (“MYE”)***

MYE is a work permit allocation system for employment of construction workers from NTS countries and the PRC. MYE represents the total number of work permit holders a main contractor is entitled to employ based on the value of the projects or contracts awarded by the developers or owners. The allocation of MYE is in the form of the number of “man-years” required to complete a project and only main contractors may apply for MYE. One man-year is equivalent to one year’s employment under a work permit. Hwa Koon has obtained allocations of MYE for its foreign employees from the MOM directly on a project basis.

As advised by the Singapore Legal Adviser, the maximum number of foreign workers Hwa Koon can hire is subject to the ratio of one full-time local worker to seven foreign workers set under the dependency ceilings, no matter how many MYE Hwa Koon has obtained. Companies without MYE may still employ NTS or PRC construction work permit holders who possess at least three years of construction experience in Singapore, upon a waiver granted by MOM, subject to the compliance with, *inter alia*, the dependency ceiling and paying a higher foreign worker levy rate.

### ***Conditions of work permits for foreign construction workers***

Employers are required to comply with the conditions of the work permits, such as the requirement to provide acceptable accommodation for their foreign workers. Other conditions of the work permits which employers of foreign construction workers are also required to comply with include the following:

- that the foreign worker performs only those construction activities specified in the conditions;
- ensuring that the foreign worker is not sent to work for any other person, except as provided for in the conditions;

---

## REGULATORY OVERVIEW

---

- providing safe working conditions for their foreign workers; and
- purchasing and maintaining medical insurance with coverage of at least S\$15,000 per 12-month period of the foreign worker's employment (or for such shorter period where the worker's period of employment is less than 12 months) for the foreign worker's in-patient care and day surgery except as the Controller of Work Passes may otherwise provide by notification in writing. Where the employer purchases group medical insurance policy for its foreign workers, the employer shall not be considered to have satisfied the obligations under this condition unless the terms of the employer's group medical insurance policy are such that each and every individual foreign worker is concurrently covered to the extent as required aforesaid.

Hwa Koon provides housing for its foreign employees at dormitory premises leased from third party dormitory operators. Please refer to the paragraph headed "Business – Properties – Leased properties" in this section.

Apart from the EFMA, an employer of foreign workers is also subject to, amongst others, the provisions set out in:

- the EA, as discussed above; and
- the Immigration Act (Chapter 133 of Singapore (the "**Immigration Act**") and the regulations issued pursuant to the Immigration Act.

### ***Minimum percentage of higher-skilled workers***

From 1 January 2017, at least 10% of a construction company's work permit holders must be Higher-Skilled ("R1") construction workers before the company can hire any new Basic-Skilled ("R2") construction workers. Renewals of work permits of existing R2 construction workers will not be affected. This is tracked based on a 12-week rolling average.

R2 construction workers may be upgraded to R1 construction workers if they satisfy the requirements for one of the four upgrading schemes, which are namely CoreTrade, the Multi-Skilling Scheme, the Direct R1 Pathway and the Markets-Based Recognition Framework. Each of the aforesaid upgrading schemes vary in qualifying criteria which include, *inter alia*, minimum years of experience, certain skills or certification and minimum fixed monthly salary.

From 1 January 2018, construction companies that do not meet the 10% minimum percentage of R1 construction workers will not be able to hire new R2 construction workers and also will not be able to renew the work permits of their R2 construction workers.

From 1 January 2019, construction companies that do not meet the 10% minimum percentage of R1 construction workers will not be able to hire or renew R2 construction workers and will also have the work permits of any excess R2 construction workers revoked.

As at the Latest Practicable Date, approximately 38.8% of the work permit holders hired by Hwa Koon are R1 construction workers.



---

## REGULATORY OVERVIEW

---

### ***Immigration Act***

An employer of foreign workers is subject to, *inter alia*, the provisions set out in the Immigration Act which regulates immigration into, and departure from, Singapore. Pursuant to the Immigration Act, no person, other than a citizen of Singapore, shall enter or attempt to enter Singapore unless, *inter alia*, he is in possession of a valid pass lawfully issued to him to enter Singapore. Such valid pass would include, *inter alia*, a valid work pass issued by the Controller of Work Passes under the EFMA and the regulations issued pursuant to the EFMA, including, *inter alia*, work permits (including a training work permit), S passes and employment passes. A work pass may be in the form of a card or in an endorsement made in the passport or other travel document of the work pass holder or in such other form as the Controller of Work Passes may determine.

### **Central Provident Fund**

The Central Provident Fund (“CPF”) system is a compulsory social security savings scheme funded by contributions from employers and employees. Pursuant to the Central Provident Fund Act (Cap. 36) (the “CPF Act”), an employer is obliged to make CPF contributions for all employees who are Singapore citizens or permanent residents who are employed in Singapore under a contract of service (save for employees who are employed as a master, a seaman or an apprentice in any vessel, subject to an exception for non-exempted owners). The Central Provident Fund (Exemption – Foreign Employees) Order provides that the rates required to be paid by every employer to the CPF monthly in respect of each employee contribution as provided in Section 7 of the CPF Act does not apply to foreign employees who are not Singapore citizens or permanent residents.

### **Wage Credit Scheme**

The Wage Credit Scheme was introduced in Budget 2013 by the Singapore Government as a three-year scheme under which the Singapore Government co-funds 40% of the wage increases that are given in 2013 to 2015 to Singapore citizen employees earning a gross monthly wage of S\$4,000 and below.

In Budget 2015, it was announced that the Wage Credit Scheme would be extended for two years (2016 to 2017). New wage increases given from 2016 to 2017 will be co-funded at 20% instead of 40%. For wage increases in 2015 which are sustained in 2016 and 2017 by the same employer, employers will receive 20% co-funding for two additional years from 2016 to 2017.

During the Track Record Period, our subsidiary Hwa Koon received wage credits granted under the Wage Credit Scheme, which is recognised as other income in our financial statements.

## **WORKPLACE SAFETY AND HEALTH**

### **Workplace Safety and Health Act**

Under the Workplace Safety and Health Act (Chapter 354A of Singapore) (“WSHA”), every employer has the duty to take, so far as is reasonably practicable, such measures as are necessary to ensure the safety and health of his employees at work. More specific duties imposed by the MOM on employers are laid out in the various regulations subsidiary to the WSHA, including without limitation, the Workplace Safety and Health (Construction) Regulations 2007, Workplace Safety and Health (Scaffolds) Regulations 2011, Workplace Safety and Health (Work at Heights) Regulations 2013 and Workplace Safety and Health (General Provisions) Regulations.



---

## REGULATORY OVERVIEW

---

The Workplace Safety and Health (Construction) Regulations 2007 sets out specific duties relating to, *inter alia*, the appointment of a workplace safety and health co-ordinator in respect of every worksite to assist in identifying any unsafe condition in the worksite or unsafe work practice which is carried out in the worksite and recommend and assist in the implementation of reasonably practicable measures to remedy the unsafe condition or unsafe work practice. Mr. Ong, our executive Director, is our workplace safety and health coordinator and is responsible for handling the health and safety matters of our Group and ensuring staff compliance with our safety measures.

Pursuant to the Workplace Safety and Health (General Provisions) Regulations (“**WSHR**”), certain equipment including but not limited to hoists, lifts, lifting gears, lifting appliances and lifting machines are required to be tested and examined by an authorised examiner (“**Authorised Examiner**”) before they can be used and thereafter, at specified intervals:

Upon examination, the Authorised Examiner will issue and sign a certificate of test and examination, specifying the safe working load of the equipment. Such certificate of test and examination shall be kept available for inspection. Under the WSHR, it is the duty of the occupier of a workspace in which the equipment is used to comply with the foregoing provisions of the WSHR, and to keep a register containing the requisite particulars with respect to the lifting gears, lifting appliances and lifting machines. Pursuant to the requirements of WSHR, Hwa Koon has arranged testing and examination on its lifting machinery by Authorised Examiner.

Under the WSHA, inspectors appointed by the Commissioner for Workplace Safety and Health (“**WS Commissioner**”) may, among others, enter, inspect and examine any workplace, to inspect and examine any machinery, equipment, plant, installation or article at any workplace, to make such examination and inquiry as may be necessary to ascertain whether the provisions of the WSHA are complied with, to take samples of any material or substance found in a workplace or being discharged from any workplace for the purpose of analysis or test, to assess the levels of noise, illumination, heat or harmful or hazardous substances in any workplace and the exposure levels of persons at work therein and to take into custody any article in the workplace which is relevant to an investigation or inquiry under the WSHA.

The MOM has also implemented a demerit points system for the construction industry. All main contractors and sub-contractors will be issued with demerit points for breaches or infringements under the WSHA and relevant subsidiary legislation. Under the single-stage Demerit Points System for the construction industry, the number of demerit points issued depends on the severity of the breach or infringement.

Contractors, including all main and sub-contractors who accumulate a pre-determined number of demerit points within an 18-month period, will be debarred from employing foreign workers. An accumulation of a minimum of 25 demerit points within a period of 18 months would immediately trigger debarment for the contractor. Depending on the number of demerit points accumulated, the debarment can be in respect of the hiring of new foreign workers and/or the renewal of existing foreign workers and the duration of the debarment will also increase with the accumulation of more demerit points.

---

## REGULATORY OVERVIEW

---

Pursuant to the Workplace Safety and Health (Risk Management) Regulations, an employer is supposed to, *inter alia*, conduct a risk assessment (at least once every 3 years) in relation to the safety and health risks posed to any person carrying out or undertaking work at the workplace, take all reasonably practicable steps to eliminate or minimise foreseeable risks, implement measures/safety procedures to address the risks, and to inform workers of the same, maintain records of such risk assessments and measures/safety procedures for a period of not less than 3 years, and submit such records to the WS Commissioner from time to time when required by the WS Commissioner.

Please refer to the section headed “Business – Occupational health and work safety” in this prospectus for our workplace safety and health policy in this regard.

### **Work Injury Compensation**

The Work injury compensation is governed by the Work Injury Compensation Act (Chapter 354 of Singapore) (the “**WICA**”), and is regulated by the MOM. The WICA applies to employees in respect of injuries suffered by them arising out of and in the course of their employment and sets out, amongst others, the amount of compensation they are entitled to and the methods of calculating such compensation. The WICA provides that if in any employment, personal injury by accident arising out of and in the course of the employment is caused to an employee, his employer shall be liable to pay compensation in accordance with the provisions of the WICA. The amount of compensation shall be computed in accordance with the Third Schedule of the WICA, subject to a maximum and minimum limit.

An employee who has suffered an injury arising out of and in the course of his employment can choose to either:

- (i) submit a claim for compensation through the MOM without needing to prove negligence or breach of statutory duty by employer. There is a fixed formula in the WICA on amount of compensation to be awarded; or
- (ii) commence legal proceedings to claim damages under common law against the employer for breach of duty or negligence.

Every employer shall insure and maintain insurance with approved insurers against all liabilities which he may incur under the provisions of the WICA in respect of any employee employed by him. Failure to do so is an offence carrying a fine of up to S\$10,000 and/or imprisonment of up to 12 months.

### **ENVIRONMENTAL LAWS AND REGULATIONS**

The Environmental Public Health Act (Chapter 95 of Singapore) (the “**EPHA**”) requires, among others, a person during erection, alteration, construction or demolition of any building or at any time, to take reasonable precautions to prevent danger to the life, health or well-being of persons using any public places from flying dust or falling fragments or from any other material, thing or substance.

The EPHA also regulates, among others, the disposal and treatment of industrial waste and public nuisances. Under the EPHA, the Director-General of Public Health may, on receipt of any information respecting the existence of a nuisance liable to be dealt with summarily under the EPHA and if satisfied of the existence of a nuisance, serve a nuisance order on the person by whose act, default or sufferance the nuisance arises or continues, or if the person cannot be found, on the owner or occupier of the premises on which the nuisance arises. Some of the nuisances

---

## REGULATORY OVERVIEW

---

which are liable to be dealt with summarily under the EPHA include any factory or workplace which is not kept in a clean state, any place where there exists or is likely to exist any conditions giving rise, or capable of giving rise to the breeding of flies or mosquitoes, any place where there occurs, or from which there emanates noise or vibration as to amount to a nuisance and any machinery, plant or any method or process used in any premises which causes a nuisance or is dangerous to public health and safety.

The Environmental Protection and Management Act (Chapter 94A of Singapore) seeks to provide for the protection of the environment and resources conservation and regulates, amongst others, air pollution, water pollution, land pollution and noise control. Under the Environmental Protection and Management (Control of Noise at Construction Sites) Regulations, the owner or occupier of any construction site shall ensure that the level of noise emitted from his construction site shall not exceed the maximum permissible noise levels prescribed in such regulations and the National Environmental Agency is empowered to make regulations to control noise pollution by restricting or prohibiting building works during certain hours.

### SINGAPORE TAXATION

#### **Productivity and Innovation Credit Scheme**

The Productivity and Innovation Credit Scheme (“**PIC Scheme**”) allows, amongst others, companies with active business operations in Singapore to claim (i) tax deductions and/or allowances; and/or (ii) cash payouts; and/or (iii) cash bonuses (on a dollar for dollar matching basis) in addition to (i) and/or (ii) above, in respect of certain qualifying activities undertaken by such companies, including the acquisition or leasing of certain qualifying equipment and certain types of training of employees, subject to prescribed expenditure caps. Further conditions apply before a company is eligible to make each of such claims, including having to invest in relevant qualifying expenditure and (in the case of the cash payouts and the cash bonuses) meeting the minimum 3 local employees requirement and (in the case of cash bonuses) investing the minimum qualifying expenditure per year of assessment over the course of 3 years from year of assessment 2013 to 2015. The PIC Scheme has been extended for another 3 years from year of assessment 2016 to 2018, and higher expenditure caps in relation to tax deductions and allowances apply for qualifying small and medium enterprises, which takes effect from year of assessment 2015. As announced in Singapore Budget Announcement 2016, the PIC payment will be at 40% for qualifying expenditure incurred on or after 1 August 2016.

During the Track Record Period, our subsidiary Hwa Koon received payments under the PIC Scheme, which is recognised as other income in our financial statements.

#### **Temporary Employment Credit (“TEC”)**

The TEC was introduced in Budget 2014 by the Singapore Government under which employers received a one-year offset of 0.5% of wages of Singaporean and Singapore permanent resident employees in 2015. As announced in Budget 2015, the TEC was raised to 1% (additional 0.5% on top of the original TEC) of wages in 2015 and extended for two years (2016 to 2017) to help companies adjust to the cost increases associated with 1% increase in employer CPF contribution rates for older workers and increase in the CPF salary ceiling. TEC for 2016 was 1% while TEC for 2017 is 0.5% of the wages of Singaporean and Singapore permanent resident employees. TEC payments will be made based on CPF contributions paid to eligible employees.

During the Track Record Period, we received temporary employment credits granted under the TEC, which is recognised as our other income in our financial statements.

---

## HISTORY, DEVELOPMENT AND REORGANISATION

---

### OVERVIEW

Our business can be traced back to 1979 when our founder, Mr. Ang Hwa Koon, began performing general construction and renovation works as a sole proprietor under the trade name of Hwa Koon Construction and Decoration in Singapore. After Mr. Koh joined our Group in 1996, followed by Mr. Ong Cher Tiok joining in 1997, our Group began developing our specialty in performing radiation shielding works. In 2000, Hwa Koon Construction and Decoration ceased operation after we decided to operate our business through a private company limited by shares, namely, VMI Enterprise Pte Ltd, which was incorporated in Singapore in 1994 with no significant business activity prior to such decision and whose name was changed to Hwa Koon Engineering Pte Ltd after such decision. Since then and throughout the Track Record Period, we have been operating our business through Hwa Koon Engineering Pte Ltd.

In preparation for the Listing, our Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 August 2017. Upon completion of a series of share transfers under the Reorganisation as detailed in the paragraph headed “Reorganisation” below, our Company became the ultimate holding company of our Group for the purpose of the Listing.

The following table outlines the key milestones in the history of our Group:

<b>Year</b>	<b>Event</b>
1979	Mr. Ang Hwa Koon, founder of our Group, commenced the business of general construction and renovation works as a sole proprietor under the trade name of Hwa Koon Construction and Decoration in Singapore.
1997	We began developing our specialty in performing radiation shielding works.
2000	We decided to operate our business through a private company limited by shares, i.e. Hwa Koon. Following such decision, Hwa Koon Construction and Decoration ceased operation.
2003	Hwa Koon was awarded a contract for a turnkey solutions project at Alexandra Hospital.
2005	The registration of Hwa Koon Construction and Decoration was terminated and we continued to operate through Hwa Koon Engineering Pte Ltd.
2006	Hwa Koon was awarded an integrated design and building service project by BrainLAB Ltd. at Singapore General Hospital in relation to construction of operating room.

---

## HISTORY, DEVELOPMENT AND REORGANISATION

---

<b>Year</b>	<b>Event</b>
2008	Hwa Koon was certified to be in conformance with ISO 9001 and OHSAS 18001.
2009	Hwa Koon was awarded a contract by Hyundai Engineering & Construction Co., Ltd to carry out radiation shielding works.
2012	Hwa Koon was awarded a contract for an integrated design and building service project at Tan Tock Seng Hospital.
2014	Hwa Koon was awarded the bizSAFE Level Star certificate by the Workplace Safety and Health Council of Singapore.
2014	Hwa Koon was awarded a contract for a turnkey solutions project at the Radiation Oncology Centre of Mount Elizabeth Novena Hospital.
2015	Hwa Koon was certified to be in conformance with ISO 14001.
2016	Hwa Koon was awarded a contract for radiation shielding works in the Sengkang General Hospital.
2017	Hwa Koon was awarded a contract for radiation shielding works in the National University Hospital.

### **CORPORATE HISTORY**

#### **Hwa Koon Engineering Pte Ltd**

Hwa Koon, our wholly-owned and principal operating subsidiary, was incorporated in Singapore as a private company limited by shares on 5 April 1994, initially in the name of VMI Enterprise Pte Ltd. Since incorporation until its name change in 2000 to Hwa Koon Engineering Pte Ltd, it did not carry out any significant business activity.

At the time of incorporation, VMI Enterprise Pte Ltd had a total paid-up capital of S\$10 and a total of 10 shares, which were owned as to 20% by Mr. Ang Hwa Koon, and the remaining 80% by two independent third parties (as to 50% and 30% respectively).

---

## HISTORY, DEVELOPMENT AND REORGANISATION

---

On 1 December 1996, Mr. Ang Hwa Koon and his sister Ms. Ang Ai Chim acquired all of the shares held by the other two then shareholders of VMI Enterprise Pte Ltd (who together held 80% of its then issued capital) at the total consideration of S\$8. Immediately after completion of the aforesaid share acquisition, VMI Enterprise Pte Ltd was owned as to 70% by Mr. Ang Hwa Koon and 30% by his sister Ms. Ang Ai Chim.

In 2000, we decided to operate our business through a private company limited by shares, instead of through Hwa Koon Construction and Decoration (the sole proprietorship of Mr. Ang Hwa Koon), and VMI Enterprise Pte Ltd was chosen for such purpose. As such, on 11 September 2000, the name of VMI Enterprise Pte Ltd was changed to Hwa Koon Engineering Pte Ltd.

On 5 December 2002, Ms. Ang Ai Chim transferred her 30% interest in Hwa Koon to Ms. Ang Kay Ling, daughter of Mr. Ang Hwa Koon, at the consideration of S\$3. On 12 August 2005, Mr. Ang Hwa Koon subscribed 99,990 new shares in Hwa Koon at the price of S\$1.00 per share. After completion the aforesaid subscription, Hwa Koon was owned as to 99.997% by Mr. Ang Hwa Koon and 0.003% by Ms. Ang Kay Ling.

On 25 January 2007, Mr. Ang Hwa Koon transferred 20% and 15% of the interest in Hwa Koon to Mr. Ong Cher Tiok and Mr. Koh at a consideration of S\$20,000 and S\$15,000, respectively, in order to provide incentives and rewards to Mr. Ong Cher Tiok and Mr. Koh for their contribution to Hwa Koon. For the same purpose of providing incentives and rewards, on 1 April 2008, Mr. Ang Hwa Koon transferred a further 5% of the interest in Hwa Koon to Mr. Ong Cher Tiok at the consideration of S\$5,000. Immediately after completion of such transfers, Hwa Koon was owned as to 59.997% by Mr. Ang Hwa Koon, 0.003% by Ms. Ang Kay Ling, 25% by Mr. Ong Cher Tiok and 15% by Mr. Koh.

On 6 June 2008, Hwa Koon raised S\$400,000 from existing shareholders by issuing and allotting to each such shareholder four shares for every share held at the issue price of S\$1.00 per share. The percentage of shareholding among shareholders did not change.

In early 2010, Mr. Ong Cher Tiok experienced a personal health issue where a major surgery was required. He therefore decided to make certain estate and retirement planning prior to the surgery. By a declaration of trust dated 6 March 2010, Mr. Ong Cher Tiok declared he held the entire number of shares in Hwa Koon registered in his name on trust for the benefit of his son, Mr. Ryan Ong, from that date onward. The trust arrangement was a part of the estate and retirement planning of Mr. Ong Cher Tiok. Immediately after the declaration of trust, Hwa Koon was beneficially owned as to 59.997% by Mr. Ang Hwa Koon, 0.003% by Ms. Ang Kay Ling, 25% by Mr. Ryan Ong and 15% by Mr. Koh. As described below, the nominal ownership of the shares subject to the declaration of trust was transferred to Mr. Ryan Ong on 24 April 2017.

---

## HISTORY, DEVELOPMENT AND REORGANISATION

---

During the Track Record Period, Hwa Koon underwent a few shareholding changes. On 16 February 2015, for purposes of retirement planning, Mr. Ang Hwa Koon transferred all of his shares, being 59.997% of the then issued and outstanding share capital in Hwa Koon, to his younger brother Mr. KM Ang for a consideration of S\$2,999,850. Mr. KM Ang saw the potential in Hwa Koon and so purchased such shares for investment purposes. The consideration for this transfer was negotiated and determined with regard to the profitability and prospects of Hwa Koon and the relationship between Mr. Ang Hwa Koon and Mr. KM Ang. On the same day, due to family arrangement, Ms. Ang Kay Ling transferred all of her shares, being 0.003% of the then issued and outstanding share capital in Hwa Koon, to Ms. Ang Ai Chim, the sister of Mr. Ang Hwa Koon and Mr. KM Ang, for a consideration of S\$150, which was determined on the same valuation as the sale from Mr. Ang Hwa Koon to Mr. KM Ang. On the same day, by a declaration of trust, Ms. Ang Ai Chim declared she held the entire number of shares in Hwa Koon registered in her name on trust for the benefit of Mr. KM Ang. Immediately after the transfers and the declaration of trust, Hwa Koon was beneficially owned as to 60% by Mr. KM Ang, 25% by Mr. Ryan Ong and 15% by Mr. Koh.

On 16 July 2015, Mr. KM Ang transferred 9% of the then issued and outstanding share capital in Hwa Koon to Mr. Ryan Ong for a consideration of S\$495,000, which was based on substantially the same valuation as the transfer from Mr. Ang Hwa Koon to Mr. KM Ang. Mr. KM Ang felt it was important to provide incentives and rewards to Mr. Ryan Ong for his contribution to Hwa Koon, and felt the transfer of shares would more closely align Mr. Ryan Ong's interests with Hwa Koon's, while Mr. Ryan Ong saw the potential in Hwa Koon in making this purchase. Immediately after the transfer, Hwa Koon was beneficially owned as to 51% by Mr. KM Ang, 34% by Mr. Ryan Ong and 15% by Mr. Koh.

On 28 March 2016, Hwa Koon issued bonus shares to all of its shareholders in proportion to the shares then held by each of them. On the same day, Ms. Ang Ai Chim executed another declaration of trust in which she declared such bonus shares to be held on trust for the benefit of Mr. KM Ang.

The aforementioned declarations of trust dated 16 February 2015 and 28 March 2016 were made by Ms. Ang Ai Chim due to family arrangement. Then on 6 February 2017, Ms. Ang Ai Chim transferred the nominal ownership of all the shares in Hwa Koon registered in her name to Mr. KM Ang for a consideration of S\$30, which was intended to be a nominal consideration.

On 24 April 2017, Mr. Ong Cher Tiok transferred all of the shares registered in his name, being 25% of the then issued and outstanding share capital in Hwa Koon, to Mr. Ryan Ong, uniting the nominal and beneficial ownership of such shares under Mr. Ryan Ong, thereby effectively terminating the trust arrangement created by the declaration of trust on 6 March 2010.

Throughout the last financial year of the Track Record Period and up until the Reorganisation, there was no change in the beneficial ownership of Hwa Koon.



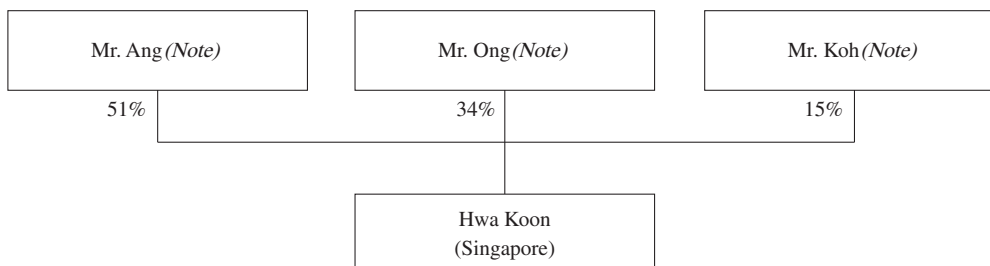
---

## HISTORY, DEVELOPMENT AND REORGANISATION

---

### REORGANISATION

The following diagram sets out the beneficial shareholding structure of our Group immediately before the Reorganisation:



*Note:* Mr. Ang, Mr. Ong and Mr. Koh entered into the Acting in Concert Confirmation. For details, please refer to the section headed “Relationship with Controlling Shareholders – Acting in Concert Confirmation” in this prospectus.

Our Group completed the Reorganisation on 2 March 2018 in preparation for the Listing, pursuant to which our Company became the holding company of our Group.

The Reorganisation involved the following steps:

#### (1) Incorporation of Skylight Illumination and Philosophy Global

On 29 May 2017, Skylight Illumination was incorporated in the BVI with liability limited by shares. Since the date of incorporation, Skylight Illumination has been authorised to issue a maximum of 50,000 shares of a single class with no par value.

On 28 July 2017, 51 ordinary shares, 34 ordinary shares and 15 ordinary shares of Skylight Illumination were issued and allotted to Mr. Ang, Mr. Ong and Mr. Koh respectively, for cash consideration, pursuant to the memorandum and articles of association of Skylight Illumination.

After completion of the Reorganisation, Skylight Illumination became a Controlling Shareholder of our Company.

On 29 May 2017, Philosophy Global was incorporated in the BVI with liability limited by shares. Since the date of incorporation, Philosophy Global has been authorised to issue a maximum of 50,000 shares of a single class with no par value.



---

## HISTORY, DEVELOPMENT AND REORGANISATION

---

On 28 July 2017, 51 ordinary shares, 34 ordinary shares and 15 ordinary shares of Philosophy Global were issued and allotted to Mr. Ang, Mr. Ong and Mr. Koh respectively, for cash consideration, pursuant to the memorandum and articles of association of Philosophy Global.

After completion of the Reorganisation, Philosophy Global became a wholly-owned subsidiary of our Company.

### **(2) Incorporation of our Company**

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law on 18 August 2017. On 13 October 2017, our Company was registered under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as a non-Hong Kong company and obtained the business registration certificate under the Business Registration Ordinance (Chapter 310 of the Laws of Hong Kong) on 27 September 2017. It had an initial authorised share capital of HK\$100,000 divided into 10,000,000 ordinary shares with par value of HK\$0.01 each.

On 18 August 2017, one nil-paid subscriber Share was allotted and issued to the initial subscriber, Reid Services Limited, pursuant to the memorandum and articles of association of our Company. The nil-paid subscriber Share was transferred to Skylight Illumination on the same day. As at the Latest Practicable Date, our Company had an authorised share capital of HK\$15,000,000 divided into 1,500,000,000 ordinary shares with par value of HK\$0.01 each. Immediately following completion of the Reorganisation, our Company became the ultimate holding company of our Group.

### **(3) Acquisition of Hwa Koon by Philosophy Global**

On 14 September 2017, Mr. Ang, Mr. Ong and Mr. Koh, as vendors, and Philosophy Global, as purchaser, entered into a sale and purchase agreement, pursuant to which Philosophy Global acquired 510,000 shares, 340,000 shares and 150,000 shares of Hwa Koon, representing all of its issued shares in aggregate, from Mr. Ang, Mr. Ong and Mr. Koh at the consideration of S\$2,346,000, S\$1,564,000 and S\$690,000, respectively. In settlement of the aforesaid consideration, Philosophy Global issued and allotted 51 ordinary shares, 34 ordinary shares and 15 ordinary shares, credited as fully paid, to Mr. Ang, Mr. Ong and Mr. Koh, respectively. The consideration of the acquisition was determined with reference to net asset value of Hwa Koon as at 30 June 2016.

Upon the completion of the above acquisition on 15 September 2017, Hwa Koon became a wholly-owned subsidiary of Philosophy Global.

---

## HISTORY, DEVELOPMENT AND REORGANISATION

---

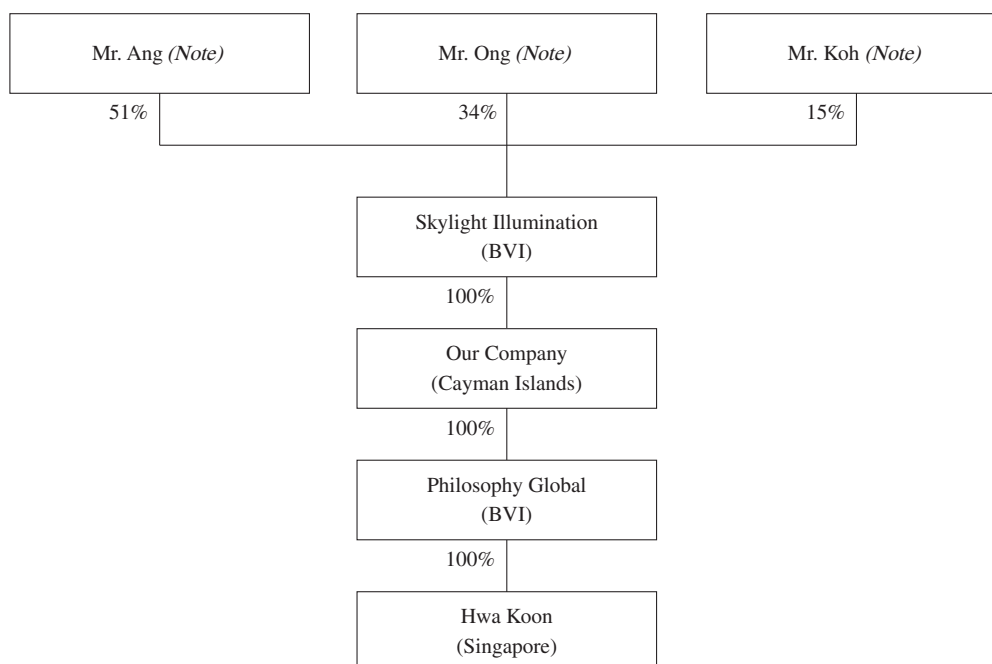
### (4) Acquisition of Philosophy Global by our Company

On 2 March 2018, Mr. Ang, Mr. Ong and Mr. Koh, as vendors, and our Company, as purchaser, entered into a sale and purchase agreement, pursuant to which our Company acquired 102 ordinary shares, 68 ordinary shares and 30 ordinary shares of Philosophy Global, representing all of its issued shares in aggregate, from Mr. Ang, Mr. Ong and Mr. Koh respectively, and the consideration was satisfied by our Company issuing and allotting 9,999 Shares, credited as fully paid, to Skylight Illumination, and crediting as fully paid at par one nil-paid Share held by Skylight Illumination, at the instructions of Mr. Ang, Mr. Ong and Mr. Koh.

Upon completion of the above acquisition on 2 March 2018, Philosophy Global became a wholly-owned subsidiary of our Company.

### GROUP STRUCTURE

The following chart sets out the shareholding and corporate structure of our Group immediately after the Reorganisation but prior to completion of the Capitalisation Issue and the Share Offer:



*Note:* Mr. Ang, Mr. Ong and Mr. Koh entered into the Acting in Concert Confirmation. For details, please refer to the section headed “Relationship with Controlling Shareholders – Acting in Concert Confirmation” in this prospectus.

---

## HISTORY, DEVELOPMENT AND REORGANISATION

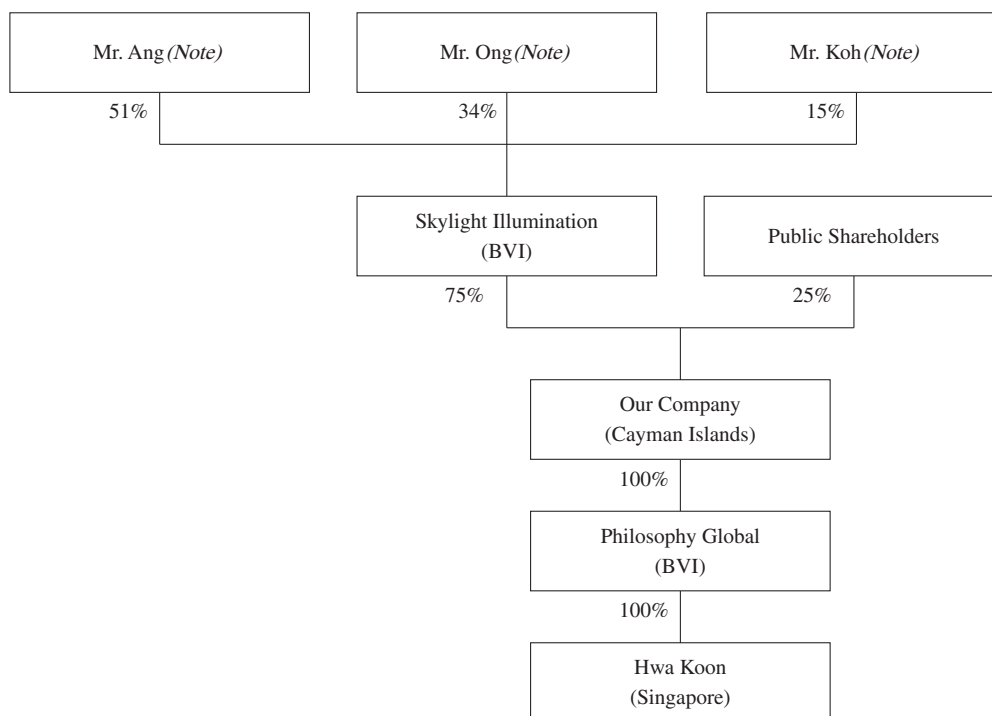
---

### CAPITALISATION ISSUE AND SHARE OFFER

Conditional on the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the Share Offer, certain amounts standing to the credit of the share premium account of our Company will be capitalised and applied in paying up in full such number of Shares for allotment and issue to its shareholders in proportion to their respective shareholdings of our Company on 15 March 2018 prior to the Share Offer, so that the number of Shares so allotted and issued, when aggregated with the number of Shares already owned by them, will constitute not more than 75% of the total issued share capital of our Company.

As at the date of this prospectus, with the exception of the Capitalisation Issue, which will take place shortly before the Listing, all steps of the Reorganisation have been properly and legally completed in compliance with the relevant laws and regulations.

The following chart sets forth the shareholding structure of our Group immediately following the Capitalisation Issue and the Share Offer (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme):



*Note:* Mr. Ang, Mr. Ong and Mr. Koh entered into the Acting in Concert Confirmation. For details, please refer to the section headed “Relationship with Controlling Shareholders – Acting in Concert Confirmation” in this prospectus.

## BUSINESS

### BUSINESS OVERVIEW

We are a Singapore-based contractor specialised in the medical and healthcare sectors with expertise in performing radiation shielding works. We mainly provide integrated design and building services for hospitals and clinics in Singapore. In particular, we are experienced in undertaking turnkey solutions projects which comprise (i) preparation and consultation on building design and specifications, including in particular those involving irradiating medical equipment; (ii) performance of building works (mainly including radiation shielding works, M&E works and fitting-out works); and (iii) assisting to obtain statutory approvals and certifications for the building works. To a lesser extent, we are also engaged in providing maintenance and other services, as well as sales of tools and materials.

Our integrated design and building services are widely required in construction, refurbishment and upgrading projects for medical facilities in hospitals and clinics in Singapore. Our services are essential for (i) preventing leakage of radiation emitted by irradiating medical equipment from medical facility rooms; and (ii) facilitating the installation of different types of medical equipment at the medical facility rooms.

The following table sets forth a breakdown of our revenue and our gross profit margin during the Track Record Period by business operations:

	FY2014/15		FY2015/16			FY2016/17		Three months ended 30 September							
	Revenue S\$'000	% of total revenue	Gross profit margin %	Revenue S\$'000	% of total revenue	Gross profit margin %	Revenue S\$'000	% of total revenue	2016		2017		Gross profit margin %		
									Revenue S\$'000	% of total revenue	Revenue S\$'000	% of total revenue			
Integrated design and building services	12,869	97.2	40.0	9,331	95.3	37.6	14,571	97.6	43.9	4,352	97.3	45.7	3,937	97.6	44.3
Maintenance and other services	324	2.4	35.9	367	3.7	19.3	330	2.2	30.2	114	2.5	32.8	93	2.3	35.1
Sales of tools and materials	51	0.4	20.0	95	1.0	24.7	36	0.2	29.2	8	0.2	29.0	5	0.1	21.5
<b>Total</b>	<b>13,244</b>	<b>100.0</b>	<b>39.8</b>	<b>9,793</b>	<b>100.0</b>	<b>36.8</b>	<b>14,937</b>	<b>100.0</b>	<b>43.6</b>	<b>4,474</b>	<b>100.0</b>	<b>41.9</b>	<b>4,035</b>	<b>100.0</b>	<b>44.0</b>

Our customers during the Track Record Period mainly included (i) multinational medical equipment vendors; (ii) medical service providers in Singapore including hospitals and clinics; and (iii) construction contractors engaged by project employers including the Singapore Government or medical service providers.

---

## BUSINESS

---

In general, where a medical service provider has decided on the medical equipment required in its facilities proposed to be put into operation, it would normally invite medical equipment vendors to participate in project tenders. The selected vendor would typically be responsible for (i) supplying and installing the relevant medical equipment; and (ii) ensuring the completion of all the related design and building works to facilitate the installation and functioning of such equipment. As a common industry practice, the medical equipment vendor would arrange to supply and install the equipment on its own, and subcontract the entire design and building works to a construction contractor (such as our Group). From time to time, we were engaged directly by hospitals and clinics to provide integrated design and building services for the construction, refurbishment and upgrading of their medical facilities. We have also acted as subcontractor for other construction contractors in their medical-related construction projects.

The following table sets forth a breakdown of our revenue derived from our integrated design and building services during the Track Record Period by reference to the category of our customers:

	FY2014/15		FY2015/16		FY2016/17		Three months ended 30 September			
	S\$'000	%	S\$'000	%	S\$'000	%	2016		2017	
							(unaudited)			
Medical equipment vendors	8,077	62.8	8,652	92.7	7,482	51.4	2,648	60.9	2,310	58.7
Medical service providers	4,310	33.5	306	3.3	3,383	23.2	758	17.4	620	15.7
Construction contractors	482	3.7	373	4.0	3,706	25.4	946	21.7	1,007	25.6
<b>Total</b>	<b>12,869</b>	<b>100.0</b>	<b>9,331</b>	<b>100.0</b>	<b>14,571</b>	<b>100.0</b>	<b>4,352</b>	<b>100.0</b>	<b>3,937</b>	<b>100.0</b>

Our revenue derived from medical equipment vendors slightly decreased in FY2016/17 mainly because of our strategy to expand our client base by allocating more resources for undertaking sizeable projects from other types of customers. In particular, our revenue derived from medical service providers increased significantly in FY2016/17 mainly because we have undertaken two sizeable projects (being the projects with the second and third largest revenue contribution to us in FY2016/17) from Customer I (as referred to in the paragraph headed “Customers – Top customers” below in this section) and a public hospital in Singapore, respectively. In addition, our revenue derived from construction contractors increased significantly in FY2016/17 mainly because we have undertaken a sizeable project (being the project with the largest revenue contribution to us in FY2016/17) from Penta-Ocean Construction Company Limited (as referred to in the paragraph headed “Customers – Top customers” below in this section). Meanwhile, the decrease in our revenue derived from medical service providers and construction contractors in FY2015/16 was mainly due to the slowdown of the construction of medical-related facilities in Singapore during 2016 as discussed in detail in the paragraph headed “Financial information – Period-to-period comparison of results of operation” in this prospectus.

---

## BUSINESS

---

Suppliers of goods and services which are specific to our business and are required on a regular basis to enable us to continue carrying on our business mainly include (i) our subcontractors; (ii) suppliers of building and radiation shielding materials; and (iii) suppliers of other miscellaneous services including services provided by third party professionals (such as surveying services and testing services), transportation service and rental of lifting machinery and equipment.

We maintain a pool of workers to carry out our works. Depending on our available labour resources and the types of specialised works involved, we may engage other subcontractors to perform certain building works such as (i) M&E works relating to ACMV systems, chiller systems, and plumbing and sanitary systems; and (ii) fitting-out works involving carpentry works and other finishing works relating to ceilings, floors and walls. For FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, we incurred subcontracting charges of approximately S\$3.4 million, S\$2.6 million, S\$3.2 million and S\$1.2 million, respectively.

During the Track Record Period, we procured building and radiation shielding materials from suppliers in Singapore, the PRC, and the United States. The major types of materials that we purchased included lead and other shielding materials, gypsum boards, steel and other electrical components.

Our Group operates a self-owned workshop at our headquarters in Singapore where we carry out the fabrication process of our radiation shielding products. For further details, please refer to the paragraph headed “Description of our services and products” below in this prospectus.

Our revenue represents income derived from providing integrated design and building services, maintenance and other services, and sales of tools and materials. Our cost of services mainly include subcontracting charges, costs of building and radiation shielding materials and staff salaries.

Hwa Koon, our principal operating subsidiary, is registered under the workheads of CW01 (General Building) with “C1” grade, ME01 (Air-Conditioning, Refrigeration and Ventilation Works) with “L2” grade and ME11 (Mechanical Engineering) with “L1” grade under the CRS maintained by the BCA. Hwa Koon also holds a GB1 Licence granted by the BCA and a “L1” license issued by the RPNSD to possess for sale or deal in specified types of used ionising irradiating apparatus. For further details, please refer to the paragraph headed “Licences and registrations” below in this section.

### COMPETITIVE STRENGTHS

We believe that we have the following competitive strengths:

#### **Expertise in undertaking turnkey solutions projects in hospitals and clinics**

We take pride in our expertise in undertaking turnkey solutions projects in the medical and healthcare sectors which are tailored to our customers' needs and requirements. Our scope of services in turnkey solutions projects comprise (i) preparation and consultation on building design and specifications, including in particular those involving irradiating medical equipment; (ii) performance of building works (mainly including radiation shielding works, M&E works and fitting-out works); and (iii) assisting to obtain statutory approvals and certifications for the building works.

In addition, our Group holds a number of licences and registrations which enable us to carry out turnkey solutions projects. Hwa Koon, our principal operating subsidiary, is registered under the workheads of CW01 (General Building) with "C1" grade, ME01 (Air-Conditioning, Refrigeration and Ventilation Works) with "L2" grade and ME11 (Mechanical Engineering) with "L1" grade under the CRS maintained by the BCA. Hwa Koon also holds a GB1 Licence granted by the BCA and a "L1" license issued by the RPNSD to possess for sale or deal in specified types of used ionising irradiating apparatus. For further details, please refer to the paragraph headed "Licences and registrations" below in this section.

Our Directors believe that our ability to carry out turnkey solutions projects provide the following advantages to our customers: (i) we ensure our works undertaken are in compliance with statutory requirements under the laws and regulations in Singapore by assisting to obtain statutory approval and certifications as required by relevant government authorities such as FSSD and BCA for the building works; (ii) our customers can engage us as a single contractor to perform all relevant works including the radiation shielding works, M&E works and fitting-out works required for the medical facilities, instead of engaging numerous contractors to handle different types of works; and (iii) during our preparation and consultation on building design, we generally offer feedbacks and recommendations to our customers in order to fulfil their technical requirements for the projects.

Furthermore, our Directors consider that turnkey solutions projects that involve radiation shielding works require specialised know-how and expertise in order to ensure, for instance, the prevention of radiation leakage and the proper and safe operation of the medical facilities.

---

## BUSINESS

---

In view of the aforesaid, we believe that our expertise in undertaking turnkey solutions projects in medical-related building construction projects, including in particular those involving irradiating medical equipment, positions us favourably to take on a wide range of customers and business opportunities.

### **Established track record in the medical-related construction industry in Singapore**

Hwa Koon, our principal operating subsidiary, has been operating in the medical-related construction industry in Singapore since 2000. Based on our long operating history, our Directors consider that we have an established presence in the medical-related construction industry and developed business relationships with key industry players including multinational medical equipment vendors and medical service providers in Singapore. As such, our established presence in the industry may give us an advantage in terms of maintaining existing customers and securing new business opportunities which is crucial to the sustainability and future business development of our Group.

During the Track Record Period, our Group provided integrated design and building services for different types of diagnostic, therapeutic and treatment facilities in hospitals and clinics in Singapore. During the Track Record Period, we derived a total revenue of S\$40.7 million from our integrated design and building projects. Given our established track record, our Directors believe that our Group is well positioned to capture expected growth in the industry in the foreseeable future.

### **Established relationships with some of our major customers**

Our customers during the Track Record Period mainly included (i) multinational medical equipment vendors; (ii) medical service providers in Singapore including hospitals and clinics; and (iii) construction contractors engaged by project employers including the Singapore Government or medical service providers. Our Group has established long-standing relationships with some of our major customers. As at the Latest Practicable Date, our Group has business relationship with some of our major customers (including Customer A, Siemens Group, Customer C, Customer D and Canon Medical Systems Asia Pte. Ltd. as referred to in the paragraph headed “Customers – Top Customers” below in this section) ranging from eight to 11 years. Our Directors believe that our long-standing relationship with these major customers would increase our recognition and visibility in the medical-related construction industry in Singapore. Our Directors believe that our Group can leverage on our existing relationship with these major customers to further develop new business opportunities in the future.



---

## BUSINESS

---

### **Stringent quality control and high safety standard and environmental impact control**

We place emphasis on providing consistently high quality services. We have adopted and implemented a quality control system that complies with international standards. Since 2008, when we first obtained ISO 9001 certification, and up to the Latest Practicable Date, our management system has been in conformance with the requirements of ISO 9001.

We have set up an occupational health and safety system to promote safe working practice among all employees and to prevent the occurrence of accidents. Further, we have also set up an environmental management system to promote environmental awareness and to prevent pollution of the environment resulting from projects undertaken by us. Our health and safety management system has been certified to be in conformance with OHSAS 18001 since 2008, and our environmental management system has been certified to be in conformance with ISO 14001 since 2015.

Our Directors believe that our stringent quality assurance system and strong commitment to environmental and occupational health and safety management will allow us to be better positioned to deliver quality works on time and within budget, thereby strengthening our position as an established medical-related building contractor in Singapore.

### **Experienced and dedicated management team**

Our Group has an experienced management team in the medical-related construction industry. Our management team is led by Mr. Koh, our executive Director and chief executive officer, who has over 21 years of experience in the medical-related construction industry. In addition, some of our senior management, including Ms. Ho Poh Ling and Ms. Ramirez Winnie Dainne Barit, have worked with our Group for periods ranging from six to eight years. For further information regarding the background and experience of our Directors and senior management, please refer to the section headed “Directors and senior management” in this prospectus. Our Directors believe that based on the experience of our management team and their knowledge of the industry and especially in relation to radiation shielding works, our Group is able to deliver quality and satisfactory services to our customers, which is essential to our success and future development.

---

## BUSINESS

---

### BUSINESS STRATEGIES

The principal business objective of our Group is to further strengthen our position as an established contractor specialised in the medical and healthcare sectors in Singapore. We intend to achieve our business objective by expanding our scale of operation through our intended effort in actively seeking opportunities in undertaking additional medical-related construction projects, from both our existing and potential new customers, on top of our present scale of operation and our current projects on hand.

According to the Ipsos Report, over the years, the Singapore Government progressively planned its healthcare facilities and infrastructure developments to meet the growing demand for healthcare needs in Singapore and to strengthen itself as a regional medical hub. In particular, various healthcare facilities construction projects that were planned to commence in 2017 are currently at their early stages of work and will span across the next two decades. For further details, please refer to the paragraph headed “Industry overview – Industry drivers” in this prospectus. The total output value of the medical-related construction industry in Singapore is forecasted to grow at a CAGR of approximately 7.8% from approximately S\$2.3 billion in 2017 to approximately S\$3.1 billion in 2021.

Taking into consideration (i) our competitive strengths set out in the paragraph headed “Competitive strengths” above in this section; (ii) the increasing number of customers that we served during the Track Record Period; and (iii) our track record in undertaking turnkey solutions projects for medical-related facilities with expertise in performing radiation shielding works, our Directors believe that our Group would be able to capture the potential business opportunities associated with the forecasted increase in construction demand for medical-related facilities if we are to continue to increase our available resources.

In this connection, our key business strategies are as follows:

#### **1. Acquiring an additional property for workshop and office use**

As at the Latest Practicable Date, our Group operates a workshop at our headquarters where we carry out the fabrication process of our radiation shielding products. We also carry out our design works and other administrative affairs at our headquarters. Our headquarters, which is located at our owned property, has a gross floor area of approximately 482 sq.m.

---

## BUSINESS

---

In light of the planned expansion of our manpower and machinery, and the forecasted increase in demand for integrated design and building services as discussed below, our Directors consider that we have the business needs to acquire an additional property with a gross floor area of approximately 900 to 1,000 sq.m. to support our business operations. Assuming the planned expansion of our manpower, machinery and equipment are fully implemented after the Listing, our Directors estimate that our acquisition of an additional property with a gross floor area of approximately two times of our existing property will lead to (i) a maximum of two-fold increase in our fabrication capacity of radiation shielding products; and (ii) additional capacity for carrying out carpentry works. With reference to the respective proportion of area used for office and workshop in our existing property, we currently intend to designate approximately two-thirds of the gross floor area in the additional property for workshop use and storage of additional machinery and equipment planned to be acquired, with the remaining parts of the premises to be used for office purpose.

***(i) Forecasted increase in demand for integrated design and building services***

According to the Ipsos Report, demand for diagnostic imaging equipment is correlated to the demand for medical-related construction works in respect of radiation shielding works in Singapore. The total market value of the diagnostic imaging equipment industry in Singapore is expected to increase from approximately S\$126 million to approximately S\$163 million at a CAGR of about 6.6% from 2017 to 2021 due to the expected increase in number of new healthcare and medical-related facilities. In view of the aforesaid, our Directors consider that the expected growth in the diagnostic imaging equipment industry in Singapore will likely contribute to increase in future demand for integrated design and building works related to installation of such equipment, such as radiation shielding works, M&E works and fitting-out works.

---

## BUSINESS

---

As at the Latest Practicable Date, there were 35 integrated design and building projects in our backlog with approximately S\$3.5 million yet to be recognised. During the Track Record Period, the duration of projects undertaken by our Group typically ranged from one month to one year. In view of the relatively short duration of our projects on average, our Directors consider that the amount of our backlog as at a particular date is unable to fully reflect the market demand for our integrated design and building services as the number of our projects on hand varies from time to time. Subsequent to 30 June 2017 and up to the Latest Practicable Date, our Group had submitted quotations and tenders in respect of a total of 95 projects, of which we were awarded with 47 projects and the results of 35 projects were still pending as at the Latest Practicable Date. For each of FY2014/15, FY2015/16 and FY2016/17, the monthly average number of projects awarded to us <sup>(Note)</sup> was approximately 3.9, 4.8 and 5.6 respectively. During the period from 1 July 2017 and up to the Latest Practicable Date, the monthly average number of projects awarded to us was approximately 5.9. In view of the aforesaid, our Directors consider that our tendering results for the period from 1 July 2017 and up to the Latest Practicable Date has recorded better performance than those for the Track Record Period. Based on the aforesaid, our Directors are confident that there is sufficient market demand for us to maintain our business growth in the foreseeable future. With our competitive strengths as set out in the paragraph headed “Competitive strengths” in this section, our Directors believe that our Group will be able to benefit from the expected growth in the medical-related construction works in respect of radiation shielding works in Singapore.

*Note:* The monthly average number of projects awarded to us is calculated by dividing the number of projects awarded in respect of the tenders or quotations submitted during the financial period over the number of full calendar months during that financial period.

According to the Ipsos Report, Hwa Koon is one of the six key active medical-related construction contractors in Singapore which are able to carry out radiation shielding or related works. Apart from our expertise in performing radiation shielding works, our Group also possesses the knowhow in carrying out other types of buildings works (including M&E works and fitting-out works) at medical-related facilities, as well as the experience in assisting our customers in preparing the building design and specifications and obtaining statutory approvals and certifications for such building works. Further, according to the Ipsos Report, from the published records of the BCA in respect of public and private medical-related building projects awarded to building works contractors in Singapore, those projects related to radiation shielding works were only awarded to Hwa Koon and another building contractor from 2011 to 2016, and 70% of such radiation shielding-related projects were awarded to Hwa Koon (in terms of the number of projects, where the percentage figure in terms of the contract sums of such projects is not available due to the lack of sufficient information available from the published records of the BCA).

---

## BUSINESS

---

Based on the aforesaid, our Directors consider that the expansion in our workshop and office space will enable us to capture a greater market share in the medical-related construction industry because:

- During the Track Record Period, the majority of projects undertaken by us were small-to-medium scale projects. For FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, approximately 95.7%, 93.1%, 90.1% and 85.7% of our projects individually contributed less than S\$500,000 to our Group, respectively. With the expansion in our fabrication capacity and labour resources, our Directors are of the view that we would be in a stronger position to compete for sizeable medical-related projects, especially those involving radiation shielding and fitting-out works, which are expected to arise from the upcoming major health facilities developments and the forecasted industry growth as discussed in further details below.
- While our Group has taken up the majority (in terms of the number of projects) of the medical-related building projects in respect of radiation shielding works based on published records of the BCA, our Directors consider that there is further room for us to maintain our business growth as we are well positioned to benefit from (i) the expected rising future demand for integrated design and building works related to installation of diagnostic equipment, mainly driven by the growth in the diagnostic imaging equipment industry at a CAGR of about 6.6% from 2017 to 2021 as forecasted by Ipsos; and (ii) the forecasted increase in the total output value of the medical-related construction industry in Singapore at a CAGR of approximately 7.8% from 2017 to 2021. In particular, based on the Ipsos Report, numerous health facilities construction projects in Singapore that were planned to commence in 2017 are currently at their early stages of works, including the new national cancer centre, an integrated intermediate care hub at Jalan Tan Tock Seng, an extensive redevelopment for the Singapore General Hospital Campus and other new clean rooms and radiology-related facilities to be established in Singapore. We are of the view that these medical-related construction developments will present us with various potential business opportunities as they come into more advanced stages.

---

## BUSINESS

---

***(ii) Operational needs for acquiring a new property for workshop and office use***

During the Track Record Period, we have carried out the fabrication process of our radiation shielding products mainly at our self-owned workshop. As discussed in the paragraph headed “Description of our services and products – (A) Integrated design and building services” below in this section, the fabrication process of our radiation shielding products would require certain spaces for operation due to the size of materials involved in the process. In addition, we could ensure better protection of our technical know-how and expertise in radiation shielding works by performing the fabrication process of our radiation shielding products at our own workshop.

While the delivery and installation of our fabricated products such as radiation shielding doors and other related fitting-out works are performed at the relevant work sites of our customers, our Group generally conducts the fabrication process of our radiation shielding products at our own workshop. The fabrication process, which involves multiple rounds of cutting, layering and varnishing works and which is considered by our Directors to be sophisticated in nature as the process involves technical know-how so as to ensure the reliability of the fabricated products in terms of safety and effective radiation shielding, is carried out solely by our own workers under the guidance and supervision of our senior management team. Our Directors consider that our technical know-how for such fabrication works are acquired through our years of experience in performing radiation shielding works, familiarity with our major customers’ requirements and specifications and the technical expertise of our senior management team. In addition, as the fabrication process may take more than one week and involve the use of various tools and equipment, our Directors consider that it is more efficient to perform such process at our own workshop where we have better control over our work schedule and space arrangements.

---

## BUSINESS

---

In light of the forecasted increase in demand for integrated design and building services for the medical and healthcare sectors in Singapore in the coming years, we expect that we will obtain a growth in the number of projects requiring radiation shielding works. Therefore, our Directors consider that it is crucial to have an additional property as our workshop so that: (i) there will be sufficient space to carry out fabrication for a larger quantity of radiation shielding products simultaneously, which in turn will enhance our operational efficiency and ability in meeting our customer's work schedule; (ii) both our existing workers and additional workers planned to be recruited (as discussed below) will have adequate space in carrying out fabrication works as well as ACMV and carpentry works, which is crucial to our commitment in providing a safe working environment for all our employees; and (iii) we may have extra space in organising more regular in-house trainings for our new employees in different types of construction works required in undertaking our projects.

We believe that it is not entirely practicable to quantify the service capacity of our existing property by making reference to an objective and comparable scale or standard of measurement, given that our existing property has been applied for different purposes, including office use, storage use and being used as our workshop for fabrication works of various types and scales. Nevertheless, our Directors consider that our existing property has been fully utilised throughout the Track Record Period and up to the Latest Practicable Date because (i) currently, approximately half of the gross floor area of our workshop has been reserved for carrying out fabrication works, while the remaining workshop area has been used for storing our existing machinery and equipment. Typically, approximately four to five of our workers would be assigned to our workshop for performing fabrication works on a regular daily bases. Having considered (a) the size of the radiation shielding materials and other building materials involved, and (b) the space requirements of various tools and equipments required to be used in the fabrication process, we believe that it is crucial to provide our workers with adequate space to operate at our workshop in order to ensure their work safety and efficiency. Based on the aforesaid, we are of the view that, during the Track Record Period, our workshop area has been substantially occupied for providing sufficient spaces for our workers to carry out their daily operations and for storage of our existing machinery and equipment; (ii) currently there is no sufficient space at our workshop for housing the additional machinery and equipment planned to be acquired by us; and (iii) the office premises of our property have been fully occupied by our existing staff.

---

## BUSINESS

---

In addition, as discussed in further details below, we intend to expand our manpower in order to cope with our future business development. Having considered the current number of our staff regularly stationed in our headquarters for handling design works and other administrative affairs, our Directors consider that the present floor size of our office would not be able to accommodate all of our existing staff as well as additional staff planned to be hired in the future. Further, our Group will also reserve certain spaces at the additional property for (i) setting up a showroom for displaying our typical radiation shielding products to potential customers; and (ii) storage of the machinery planned to be acquired by us, as discussed in further details below.

***(iii) Commercial rationale for acquiring instead of leasing an additional property from third parties***

Our Directors have considered the viability of leasing an additional property instead of making an acquisition. Nevertheless, our Directors had decided that it would be in the best interest of our Group to make the aforesaid acquisition because:

- (i) by having another self-owned property for workshop and office use, our Group can avoid the risk of substantial increase in rental expenses upon renewal of the leased property, as well as the risk of disruption to our business operations caused by potential premature termination or non-renewal of our lease by the relevant landlord. According to information published by a statutory body of the Singapore Government, the rental index of industrial space in Singapore has experienced an increase at a CAGR of 4.15% for the period from 2007 to 2017. Due to the increase in the new supply of industrial space since 2011, the rental index of industrial space had started to moderate during the period from 2014 to 2017. Based on the published information available, the new supply of industrial space is estimated to peak in 2017, followed by a significant decrease in 2018 and 2019. In particular, with reference to the research conducted by an independent property valuer on the property market in Singapore, our Directors noted several factors which are likely to result in an upward pressure on the rental of industrial properties in Singapore, including (i) the net demand for properties permitted for mixed use as workshop and office premises (“**mixed use premises**”), which are being classified as industrial properties in Singapore, is forecasted to be higher in 2018 as compared to 2016 and 2017, (ii) the net new supply of mixed use premises being classified as industrial properties is forecasted to drop by approximately 37.3% on a yearly basis in 2018, and (iii) the occupancy rate of mixed use premises being classified as industrial properties has maintained steadily above 87.0% from 2014 to 2016 and is expected to remain at similar level in 2017 and 2018. Our Directors are of the view that the aforesaid factors



---

## BUSINESS

---

would likely lead to a rise in the rentals of mixed use premises being classified as industrial properties in Singapore. Therefore, having considered (i) the historical price trend of the rentals for industrial space over the past decade, (ii) the expected decrease in the new supply of mixed use premises being classified as industrial spaces in the foreseeable future, (iii) the potential costs and disruption that may be caused to our operation by any potential relocation of our new workshop and office in the case of using leased premises; and (iv) the other commercial rationale set out below, our Directors believe that it is prudent for our Group to acquire instead of leasing an additional property in order to minimise our exposure to the risk of rental increase when implementing our expansion plans;

- (ii) with reference to the current market rental of properties which are permitted for mixed use as workshop and office premises and located in vicinity of our existing self-owned property, it is estimated that the cost of leasing a property with gross floor area of approximately 900 to 1,000 sq.m. will be approximately S\$0.2 million for each financial year. By comparison, based on the acquisition cost of additional property (i.e. S\$6.0 million) and the accounting policies adopted by our Group, it is estimated that the annual depreciation expenses will be approximately S\$0.1 million in direct relation to such acquisition. As the annual rental cost for a property which fulfil our above criteria is expected to be approximately 50% higher than the depreciation expenses incurred in relation to the acquisition of such property, our Directors consider that it is more cost effective for our Group to acquire rather than lease an additional property;
- (iii) by using a leased property as our additional workshop and office, we are subject to the risks of relocation due to non-renewal or premature termination of our lease. Our current plan to set up a showroom for displaying our radiation shielding products to potential customers and the set up of workshop and office would require us to incur renovation and setup costs of approximately S\$0.7 million. As far as our Group is concerned, the renovation and setup works performed in respect of our showroom, workshop and office will become obsolete once we have to relocate to another leased location, and similar expenses would have to be incurred again for setting up our showroom, workshop and office at the new location. Moreover, landlords for industrial properties in Singapore generally require tenants to reinstate the leased properties to the original conditions before their handover. In such event, our Directors estimate that we would have to incur approximately S\$0.3 million as reinstatement costs.

---

## BUSINESS

---

- (iv) the expansion in our self-owned workshop and office space is likely to give our customers greater confidence in our business operations as this would give them the impression that we have greater capacity in undertaking radiation shielding works and demonstrate the financial capacity of our Group. In particular, our ability to undertake radiation shielding works simultaneously for different projects largely depends on the sufficiency of our space to fabricate the relevant radiation shielding products. Our Directors consider that if we inform our existing and potential customers about the expansion in our in-house capacity in performing radiation shielding works, this would provide them with better assurance on our ability to undertake more additional sizeable projects, which, in turn, may lead to a larger number of invitations to our Group for quotations or tenders on their future projects; and
- (v) Besides, as mentioned above, we presently intend to reserve certain spaces at the additional property for setting up a showroom for displaying our radiation shielding products to potential customers. We believe that this would facilitate our sales and marketing efforts in promoting our know-how in radiation shielding works and increasing our corporate profile in the medical-related construction industry.

***(iv) Identification of suitable property upon Listing***

Upon Listing, we will search for and identify suitable property based on the following criteria: (i) having a gross floor area of approximately 900 to 1,000 sq.m.; (ii) being located in an area which is close to our headquarters or otherwise suitable for our operational needs; (iii) being capable of being used as workshop and office; and (iv) being within the range of our estimated consideration of approximately HK\$31.2 million to HK\$34.0 million, which is determined with reference to the current cost of acquisition for similar type of premises as informed by property agent in Singapore. Based on the information provided by property agent, our Directors note that there are properties available for sale in the market in Singapore which fulfil the aforesaid criteria.

---

## BUSINESS

---

Our Directors will make a final decision on the property to be acquired following the Listing after having regard to, among other things, (i) the premises available for sale in the market which fulfil the aforesaid criteria; (ii) the results of legal due diligence to be performed on the title of the premises; (iii) the results of our assessment on the overall suitability of the premises taking into consideration, among other factors, their size, physical condition, facilities, location and price; and (iv) the prevailing condition of the property market in Singapore.

We currently plan to finance our proposed acquisition of an additional property fully by using our net proceeds from the Share Offer.

### **2. Strengthening our manpower**

Building and construction works are labour-intensive in nature. Thus, our Directors consider that maintaining a team of skilled workers equipped with appropriate knowledge and experience in performing different types of building works is crucial to our continuing success. We intend to strengthen our manpower by recruiting additional staff including project management staff, site supervisors, quantity surveyors, interior designers and site workers to (i) increase our in-house capacity to perform ACMV and carpentry works; (ii) reduce our needs for subcontracting services which, in turn, will lower our subcontracting charges; and (iii) increase our efficiency in monitoring our work progress.

As at the Latest Practicable Date, Hwa Koon is registered under the CRS maintained by the BCA under the workhead of ME01, the scope of which includes the installation, commissioning, maintenance and repairs of air-conditioning, refrigeration, cold rooms, and ventilation systems. As advised by the Singapore Legal Adviser, save as the aforesaid registration under the CRS, our Group is not required to obtain any other licence, permit, certification or approval on its own to undertake ACMV and carpentry works in Singapore.

---

## BUSINESS

---

As at the Latest Practicable Date, our Group had 14 project management and supervision staff and 23 site workers. Based on our current manpower resources, our Directors consider that it is necessary for us to increase our capacity by further strengthening our manpower in order to undertake additional integrated design and building services projects and to capture the potential business opportunities associated with the forecasted increase in construction demand for medical-related facilities as aforementioned. In this regard, our Directors intend to employ an additional of four project management staff, two site supervisors, one quantity surveyor and two interior designers, among which six of them are expected to be employed locally in Singapore and the remaining three of them are expected to be foreign workers. We also intend to hire 14 skilled workers for ACMV and carpentry works and four site workers, among which substantially all of such additional positions are expected to be taken up by foreign workers. Set out below is the proposed salary range of our additional manpower to be recruited by job positions:

<b>Type of job position</b>	<b>Annual salary range (per person)</b>
Project management staff	Approximately S\$41,000 – S\$50,000
Site supervisor	Approximately S\$38,000 – S\$46,000
Quantity surveyor	Approximately S\$38,000 – S\$46,000
Interior designer	Approximately S\$38,000 – S\$46,000
Skilled worker for ACMV and carpentry works	Approximately S\$38,000 – S\$46,000
Site workers	Approximately S\$30,000 – S\$37,000

With reference to (i) the salaries of our existing project management and supervision staff as well as site workers with comparable skills and experience; (ii) information publicly available from recruitment agents for similar types of job positions; and (iii) the prevailing conditions of the labour market in Singapore, our Directors consider that the proposed salary range of the additional staff is commensurate with their positions.

---

## BUSINESS

---

During the Track Record Period, we have engaged other subcontractors to perform certain building works such as (i) M&E works relating to ACMV systems, chiller systems, and plumbing and sanitary systems; and (ii) fitting-out works involving carpentry works and other finishing works relating to ceilings, floors and walls. For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, our Group incurred subcontracting charges of approximately S\$3.4 million, S\$2.6 million, S\$3.2 million and S\$1.2 million, respectively.

Our Directors consider that our Group would be able to achieve higher profitability by performing ACMV and carpentry works with our own manpower and reducing our needs for subcontracting services and the associated costs incurred therefrom, given that a profit mark-up is generally factored in the subcontracting fees charged by our subcontractors. Based on (i) the number of skilled workers and other general site workers planned to be hired; (ii) the timing of implementing our recruitment plan; and (iii) our past engagements with subcontractors for performing M&E works and fitting-out works, our Directors estimated that our subcontracting costs to be incurred would reduce by approximately S\$0.1 million and S\$0.5 million for the years ending 30 June 2018 and 2019, respectively. In relation to our manpower expansion plan, the subcontracting charges expected to be saved by us for the year ending 30 June 2019 would represent approximately 16.2% of our average annual subcontracting charges incurred during the Track Record Period. Besides, based on the timing of our implementation plan after the Listing as set out in the section headed “Future plans and use of proceeds” in this prospectus, only approximately 45.6% (i.e. 14 staff members) of the additional staff is expected to be hired in the remaining six months ending 30 June 2018 after the Listing. Therefore, our Directors estimate that the reduction in our subcontracting costs resulting from our manpower expansion plan could only be fully reflected in the year ending 30 June 2019. Further, we would be able to offer more competitive pricing to our customers as we could have better control on our operating costs, thereby strengthening our position of being awarded new contracts. Our Directors have considered the viability of arranging external trainings for our existing site workers on undertaking ACMV and carpentry works instead of hiring additional skilled workers in this regard. Nevertheless, our Directors had decided that it would be in the best interest of our Group to proceed with the recruitment plan because (i) based on the existing work schedule and workloads of our site workers, it would be difficult to request them to spare time to attend additional trainings during normal work hours; and (ii) even if our site workers have successfully completed the relevant trainings, it may take certain period of time for them to build up their skill sets in order to carry out ACMV and carpentry works up to the quality standard we normally required from our subcontractors.

---

## BUSINESS

---

In addition, in light of the forecasted growth in the medical-related construction industry based on the Ipsos Report, our Directors believe that we will encounter more opportunities for sizeable public hospital projects in the future. As mentioned above, it is part of our business strategies to compete for sizeable medical-related projects especially those involving radiation shielding and fitting-out works in the future.

During the Track Record Period, we have placed emphasis in competing for medical-related construction projects which involve radiation shielding works as we believe that such projects would enable us to leverage on our competitive strength in designing and fabricating radiation shielding products tailored to our customers' needs and requirements. Meanwhile, we have mainly outsourced certain types of building works, namely M&E works and fitting-out works, to other subcontractors.

According to the Ipsos Report, contractors providing integrated design and building services to medical-related facilities need to have the knowledge and skill sets. Contractors specializing in one or a limited types of buildings works may not be able to undertake sizeable projects that require a wide variety of skill sets. Following the implementation of our expansion plan, we believe that our Group will have greater in-house capacity in performing M&E works and fitting-out works with the additional skilled workers planned to be hired. Going forward, we target to pursue projects considerably involving radiation shielding works, M&E works and/or fitting-out works. Our Directors believe that these would enhance the overall prospects of our Group in securing more sizeable projects in the foreseeable future.

As at the Latest Practicable Date, based on our preliminary communication with potential customers, we have been informed about a total of five prospective projects which have an individual contract sum at or above S\$1.0 million. Our Directors presently intend to submit tenders and quotations for all of these five projects once their tendering period commence at later stage. Further, in respect of the 35 projects for which we have submitted tenders and quotations and which tendering results were pending as at the Latest Practicable Date, four of them are expected to have an individual contract sum at or above S\$1.0 million.

Based on the aforesaid, our Directors consider that there are opportunities available in the prevailing market for us in competing for sizeable projects in the medical-related construction industry. Our Directors also believe that we will be in a more competitive position to undertake various buildings works, including radiation shielding works, M&E works and fitting-out works, which are typically required in sizeable projects.

---

## BUSINESS

---

In light of the anticipated increase in number and scale of medical-related construction projects commencing in the near future, our Directors consider that it is necessary for us to further strengthen our manpower in order to enhance our capacity to compete for these sizeable projects. As sizeable projects generally last for longer duration and involve different aspects of our building works (e.g. M&E works and fitting-out works) to be carried out simultaneously, we would have to deploy a relatively large number of workers to carry out such projects for an extended period of time. If we undertake several sizeable projects at the same time, our existing manpower capacity may be substantially occupied. Therefore, we may not have sufficient manpower to cater to the operational needs when the work schedule of such projects overlap.

In this regard, our Directors noted the possibility of undertaking such sizeable projects by outsourcing major parts of the building works to our subcontractors, but nevertheless decided that it would not be our preferred option because:

- (i) once we are awarded with a project, we usually form a project management team which consists of project manager, technical consultant, draftsman, architect planner and interior designer. Our project management team plays an essential role in our project performance as it is responsible for (a) arranging all necessary materials, equipment and labour resources required for the projects; (b) performing project coordination and supervision; and (c) managing the works performed by our subcontractors. Therefore, we place emphasis on ensuring that our project management teams are adequately staffed with personnel with appropriate skills and experience to closely monitor our projects. Based on our existing manpower, if we have to undertake several sizeable projects at the same time, this would mean that the work capacity of our project management team would be more occupied. As a result, this would reduce the time and attention spent on each project by our project management staff, and hence they might not be able to properly supervise and manage the works undertaken by us and our subcontractors. By recruiting additional project management staff, our Directors believe that our Group could undertake a larger number of sizeable project simultaneously, while preserving our project management efficiency and service quality. Further, it is also crucial for us to employ additional site supervisors to ensure that our site instructions and work safety measures are properly implemented on sites; and

---

## BUSINESS

---

- (ii) our ability to engage subcontracting services depends largely on the schedule and availability of our subcontractors. As numerous major health facilities construction projects are planned to commence in 2017, the overall market demand for subcontracting services in the medical-related construction industry is expected to increase. Our Directors consider that, if those major construction projects are substantially implemented within the same time frame, there is no guarantee that our Group would be able to source quality subcontracting services reliably from our subcontractors to match with our work schedule. Therefore, by maintaining a larger pool of own workers, our Group could minimise the risk of disruption that may be caused by the possible unavailability of subcontracting services at commercially acceptable terms or at all. Further, by performing our works with our own workers, it would give us greater flexibility in matching appropriate employees with suitable work tasks based on their skills, work experience and trainings received.

According to the Ipsos Report, the construction industry and medical-related construction industry in Singapore are experiencing labour shortage. By recruiting additional own workers, our Group can mitigate the risks of any difficulties in engaging readily available subcontractors and any abrupt increase in fees charged by our subcontractors. In addition, our Directors consider that it would be more efficient for us to monitor our work progress, and provide job instructions to our own site workers, as compared to engaging third party subcontractors.

### **3. Increasing our reserve for financing the issue of performance guarantees**

For one sizeable project awarded by a public hospital in Singapore during the Track Record Period, we were required by the customer to provide performance guarantee issued by bank in the amount of 10% of the contract sum in favour of our customer. A pledged deposit is normally required to be placed with the bank which issues the performance guarantee. In respect of the aforesaid project, Mr. Ong, our executive Director and one of our Controlling Shareholders, had pledged his personal fixed deposits account for the relevant performance guarantee issued by the bank amounting to approximately S\$174,000 as at the Latest Practicable Date. For further details, please refer to the paragraph headed “Relationship with Controlling Shareholders – Independence from our Controlling Shareholders – Financial independence” in this prospectus.



---

## BUSINESS

---

During the Track Record Period, our Directors are prudent in tendering for sizeable projects which have requirements for performance guarantee given that it may result in our working capital being locked up as pledged deposits with the banks. Therefore, our ability to undertake sizeable projects with performance guarantee requirements is limited by the amount of our reserve capital available.

In light of the anticipated growth in our business and the growing demand for healthcare needs and the Singapore Government's initiative to increase medical-related facilities supply in Singapore according to the Ipsos Report, our Directors expect that our Group would likely encounter more projects from public hospitals that would require us to provide performance guarantee as mentioned above. In particular, our Group has currently tendered for six projects from three different main contractors which impose performance guarantee requirements, with an aggregate contract sum of approximately S\$14.2 million. Our Directors believe that by increasing our reserve for financing the issue of performance guarantee, our Group would become more equipped to compete for additional sizeable projects in the future.

#### **4. Enhancing our machinery and equipment**

##### ***(i) Machinery for lifting and carpentry works***

We plan to acquire two sets of machinery for carpentry works and three sets of lifting machinery. As mentioned above, it is part of our business strategies to expand our in-house capacity to perform ACMV and carpentry works and reduce our needs for subcontracting services. Therefore, our Directors believe that it is necessary for us to acquire two sets of machinery to facilitate our workers in performing cutting of wooden and other materials based on the needs of our projects. Further, we currently possess one set of machinery for lifting our radiation shielding products (such as radiation shielding doors) and other materials onto our motor vehicles for transportation. Such lifting machinery was acquired by us in 2010 and was fully depreciated as at the Latest Practicable Date. Our Directors consider that such lifting machinery has been fully utilised throughout the Track Record Period as it was used by us on a daily basis for lifting purpose within our own workshop. During the Track Record Period, the lifting machinery used by our Group at work sites is generally rented from our suppliers on a project by project basis.

---

## BUSINESS

---

As we intend to acquire an additional property for workshop and office use, our Directors consider that we have the operational needs to acquire three additional sets of machinery for lifting purpose at our new workshop. Under our current plan, while one additional set of the lifting machinery would be stationed at the new workshop for daily use, our Group would arrange to deliver the other two additional sets of lifting machinery to our work sites to support our building works, where applicable. In doing so, our Directors believe that we would be able to have greater flexibility in handling the lifting operations at our work sites. Based on the past engagements with our suppliers, the cost of transporting a lifting machinery to our work sites for each financial year is estimated to be approximately S\$6,000.

With reference to (i) the fees charged by our suppliers for leasing of lifting machinery (inclusive of the rentals, delivery fees and charges for providing the operator to perform lifting operations), (ii) the depreciation expenses to be incurred in direct relation to acquiring our own lifting machinery, and (iii) the transportation costs for delivering our self-owned lifting machinery to the work sites, our Directors estimate that we would be able to reduce our rental costs of lifting machinery by approximately 85% in each financial year by making the aforesaid acquisitions.

***(ii) Motor vehicles for transportation***

As at the Latest Practicable Date, our Group owned four motor vehicles for transporting our workers, radiation shielding products and other materials to the relevant work sites. Our Directors currently plan to acquire six additional motor vehicles to accommodate the increase in our transportation needs associated with the planned expansion of our manpower and the expected growth in the demand for our services. Our Group generally arranges transportation for our site workers and relevant project management and supervision staff to and from the relevant work sites with our own motor vehicles. As at 30 June 2015, 2016, 2017 and 30 September 2017, the number of our site workers was 15, 18, 22 and 23 respectively, and the number of our project management and supervision staff was 12, 14, 14 and 15 respectively. Part of our project management and supervision staff, mainly including project managers and technical consultants, would also regularly visit the work sites to perform project coordination and supervision. Therefore, during Track Record Period, our Group purchased two motor vehicles to accommodate the transportation needs of our employees.

---

## BUSINESS

---

We expect that our enlarged workforce will be assigned to carry out works at a larger number of work sites. The current capacity of our motor vehicles is unable to accommodate the increase in transportation needs and some of our workers may have to take public transportation to attend their relevant work sites as a result. Based on our past experience, building and construction sites of our customers generally commence works each day at around similar timeframe in the morning. Therefore, considering the number of locations involved in each lorry trip and our plan to recruit, among others, four project management staff, two site supervisors, one quantity surveyor, 14 skilled workers and four site workers in stages by the year ending 30 June 2020, it will be increasingly difficult for our Group to transport our relevant staff to their work sites on time with the current scale of our motor vehicles fleet. If our motor vehicles experience any material traffic disruption at any particular location, it may result in delay in transporting our staff to all subsequent work sites according to the schedule.

Further, some of our radiation shielding products such as radiation shielding doors are bulky in size and may weigh up to tonnes. As we intend to scale up our capacity for fabricating radiation shielding and carpentry products related to our projects, our Directors consider it necessary to have additional motor vehicles partly for delivering our products and other building materials to relevant work sites to facilitate our business operations. Our Directors believe that having additional motor vehicles will provide us with greater flexibility in arranging the transportation schedule of our workers and materials, which in turn will increase our overall work efficiency.

Our Directors considered the viability of acquiring the aforesaid machinery and motor vehicles through finance leases. Nevertheless, our Directors had decided that it would be in the best interest of our Group to finance such purchases with the net proceeds from the Share Offer given the uncertain interest rate movement which may expose our Group to increasing borrowing costs in the future if we proceed with finance lease arrangements for acquiring the additional machinery motor vehicles under our expansion plan.

With reference to (i) the quotations from potential suppliers for leasing of motor vehicles, and (ii) the depreciation expenses to be incurred in direct relation to acquiring our own motor vehicles according to the proposed timing of the implementation of our future plans, our Directors estimate that the expected rental costs of motor vehicles would be approximately 25.0% and 20.8% higher than our depreciation expenses for the aforesaid acquisitions in the years ending 30 June 2018 and 2019, respectively.

---

## BUSINESS

---

### **5. Increasing our marketing effort**

During the Track Record Period, our Group secured new businesses mainly through direct invitations for quotation or tender by customers. Our Directors consider that we can broaden our client base and attract more invitations from potential customers by increasing our marketing efforts to promote our brand awareness and market presence in the medical-related construction industry in Singapore.

Our planned marketing efforts include (i) setting up dedicated web pages for advertising our services; (ii) registration of our trademarks; (iii) placing advertisements in industry publications; (iv) sponsoring business events and charity functions organised by our customers or other key industry players in the medical and healthcare sectors; and (v) sending promotional booklets and other promotional materials for advertising our services.

### **Funding needs for implementing our business strategies**

#### ***Our current available cash resources***

As at 31 January 2018, our bank balances and cash, which represents our immediately available working capital, amounted to approximately S\$4.4 million, as set out in the section headed “Financial information – Net current assets” in this prospectus. Our Directors consider that the amount of our bank balances and cash fluctuates from time to time, depending on the timing of (i) payment from our customers; and (ii) payment to our subcontractors and materials suppliers. Therefore, the amount of our bank balances and cash as at a particular date may not fully reflect our general liquidity position.

Further, based on the current scale of our operations and the costs incurred by us during the Track Record Period, our Directors estimate that currently we have to incur an average monthly expense of approximately S\$0.6 million, primarily comprising subcontracting charges, direct materials costs and staff costs, in order to sustain our daily operations.

In particular, as at 31 January 2018, we have current liabilities of approximately S\$2.5 million, which mostly consists of trade and other payables and amounts due to customers for construction works. There can be no assurance that we will receive payments from our customers before we are required to settle our suppliers’ invoices and other current liabilities, which may result in possible cash flow mismatch.

Furthermore, other risks set out in the section headed “Risk factors” in this prospectus may also lead to unforeseen circumstances, such as customers’ default on payments, increase in foreign workers levy, and potential litigation and claims, which will result in an increase of liquidity needs and/or needs for the use of immediately available cash.

---

## BUSINESS

---

From a prudent financial management perspective, our Directors consider that our Group should constantly maintain a sufficient amount of immediately available cash resources for meeting the payment obligations arising from our daily operations and our liquidity needs in case of unforeseen circumstances.

### ***Cash flows from our operating activities***

For FY2014/15, FY2015/16 and FY2016/17 our operating cash flow before movement in working capital amounted to approximately S\$4.2 million, S\$3.1 million and S\$6.0 million, respectively. For the three months ended 30 September 2017, we recorded operating cash outflow before movement in working capital of approximately S\$0.2 million. Our current available financial resources discussed above have already included, among other things, cash flows generated from our operating activities in the past.

Future cash flows to be generated from our operating activities are not likely to be fully and immediately available for the implementation of our business strategies as they will be needed and used for settling our trade payables, staff costs and other working capital needs. In addition, our Directors consider that future cash flows generated from our operating activities may be used for other purposes to sustain our daily operations, such as (i) the need to maintain a higher level of available cash resources to match with our planned expansion in scale of operations; (ii) payments of dividends (if any); and (iii) funding needed for further expansion upon the successful implementation of our business strategies.

Therefore, our Directors consider that if we solely rely on future cash flows generated from our operating activities for financing our business strategies, it will be difficult for us to formulate a comprehensive schedule for our expansion plans, since our plan will be largely subject to uncertainties in relation to the timing of generating sufficient cash from our operation for our expansion plans. Further, we may be required to modify our expansion plans from time to time depending on the amount of cash generated from our operation. As a result, we would have less control over the timing of implementing our business strategies, and may fail to fully capture the forecasted increase in demand for medical-related construction services as stated in the Ipsos Report.

### ***Needs for an integral expansion plan***

Under our expansion plan, we currently intend to (i) acquire an additional property for workshop and office use; (ii) recruit additional staff; (ii) increase our reserve for financing the issuance of performance guarantees in favour of our customers; (iv) acquire additional motor vehicles and machineries; and (v) increase our marketing efforts.

---

## BUSINESS

---

Our Directors consider that each of the aforesaid objectives in our expansion plan are complementary to each other and represent an integral initiative to strengthen our service capacity so as to capture the forecasted growth in demand for medical-related construction services. In particular, the success of our expansion depends on whether these objectives could be executed simultaneously in a coordinated and scheduled manner because we would only be able to fully utilise the additional property acquired if such acquisition is matched by (i) an expansion in our manpower, motor vehicles and machinery; and (ii) our enhanced financial position in competing for sizeable projects, particularly those projects from public hospitals with performance guarantee requirements.

As the full implementation of our expansion plan would require a total sum of approximately S\$13.1 million, Directors consider that we could not finance our expansion plan solely by our internal resources without adversely affecting our financial position and liquidity. Therefore, our Directors consider that it is necessary for our Group to raise external financing to ensure that the various objectives under our expansion plan can be carried out simultaneously.

### ***Use of proceeds from the Share Offers***

Having considered the aforesaid, our Directors are of the view that our Group is required to raise additional funding to facilitate the successful implementation of our business strategies. Therefore, our Directors consider that pursuing the Listing is in the interest of our Group.

It is the current intention of our Directors to apply the net proceeds from the Share Offer to be received by our Company (estimated to be approximately HK\$74.0 million based on an Offer Price of HK\$0.50 per Offer Share, being the mid-point of the indicative Offer Price range of HK\$0.45 per Offer Share to HK\$0.55 per Offer Share) for the implementation of the business strategies as aforementioned. For further details, please refer to the section headed “Future plans and use of proceeds” in this prospectus.

## **DESCRIPTION OF OUR SERVICES AND PRODUCTS**

### **(A) Integrated design and building services**

Our principal activity is the provision of integrated design and building services for hospitals and clinics in Singapore. In particular, we are experienced in undertaking turnkey solutions projects which comprise (i) preparation and consultation on building design and specifications, including in particular those involving irradiating medical equipment; (ii) performance of building works (mainly including radiation shielding works, M&E works and fitting-out works); and (iii) assisting to obtain statutory approvals and certifications for the building works. Alternatively, our customers may engage us solely to perform building works according to their instructions or specifications.

---

## BUSINESS

---

Set out below are the major scope of works in our turnkey solutions project:

**(i) *Preparation and consultation on building design and specifications***

Based on the types of medical facilities and, if necessary, irradiating medical equipment involved, we will prepare the design and specifications in relation to our radiation shielding and other related building works, and submit them for our customers' approval before commencement of the project. We may also provide recommendations to our customers on the interior design of the medical facilities. Depending on the nature of works to be carried out, our design and specifications may be submitted to registered professional engineer and/or licensed electrical worker for endorsement before project implementation.

**(ii) *Building works***

*Radiation shielding works*

Our radiation shielding works generally refer to the building works undertaken for preventing leakage of radiation emitted by irradiating medical equipment from medical facility rooms. Our radiation shielding works typically involve: (i) procurement of appropriate radiation shielding materials according to customers' specifications; (ii) fabrication of door frames and wall structures with the radiation shielding materials; and (iii) delivery and installation of the fabricated products at relevant work sites. Our radiation shielding products (such as radiation shielding doors) are designed and fabricated according to our customers' requirements and specification on a case-by-case basis. The fabrication process is performed by our own workers under the supervision of our senior management team. The major types of radiation shielding materials used by us include lead sheets, lead glass and high density interlocking blocks, which are procured from suppliers in Singapore, the PRC, and the United States.

The fabrication process of our radiation shielding products are mainly performed at the workshop in our headquarters with our various tools and equipment. As the fabrication process may take more than one week, it will give us greater flexibility in our work schedule if the whole process is conducted at our own premises. Further, in view of the size and weight of the door frames and other materials involved, it may be difficult to request for sufficient space at our customer's work sites for storage purpose. In addition, we could ensure better protection of our technical know-how and expertise in radiation shielding works by performing the fabrication process of our radiation shielding products at our own workshop.

---

## BUSINESS

---

### *M&E works*

Our M&E works typically refer to the supply, installation, testing and commissioning of various types of systems, including (i) ACMV system; (ii) chiller system; (iii) electrical system; (iv) plumbing, sanitary and drainage system; (v) medical gas and suction system; (vi) data communication system; and (vii) fire protection system.

### *Fitting-out works*

Our fitting-out works typically refer to demolition works, carpentry works, structural works and other finishing works relating to ceiling, floor and walls, and are generally complementary to our radiation shielding works and M&E works as mentioned above.

### ***(iii) Assisting to obtain statutory approvals and certifications for the building works***

Part of our building works may require prior approvals from government authorities before the commencement of works under the Singapore laws and regulations. Pursuant to the contracts with our customers, we may assist our customers to apply for approvals from relevant government authorities for the works to be carried out by us prior to the commencement of work. For instance, we will engage third party professionals on a project-by-project basis to apply for approvals from (i) the BCA in relation to structural works; and (ii) the FSSD in relation to fire safety and ACMV works.

Normally, pursuant to the contracts with our customers, we will also assist our customers in handling the certification procedures for our building works done pursuant to the requirements under the Singapore laws and regulations. We generally submit a certificate of completion to the BCA after completion of our building works. Depending on the types of works involved, we may also engage third parties professionals (such as licensed electrical workers or registered inspectors) to conduct safety and quality certifications on building works done. Upon passing of such inspection, we will submit the relevant compliance certificates to our customers for their record.



---

## BUSINESS

---

### **(B) Maintenance and other services**

A minor portion of our revenue is derived from our maintenance and other services. Our maintenance services comprise conducting examinations, replacement of parts and repair works (if necessary) in relation to the radiation shielding works and M&E works completed by us for a fixed term typically on a yearly basis. Our other ancillary services generally include minor renovation and installation works, dismantling and disposal of used medical equipment, removal of construction waste materials, and cleaning of the work sites upon completion of building works. We also provide radiation shielding-related consultancy services which include provision of technical advice based on reports submitted to us by our customers for the testing results of their radiation shielding works.

### **(C) Sales of tools and materials**

A minor portion of our revenue is also derived from the sale of tools and materials (such as radiation shielding products fabricated by us, signage boards, lead sheet and lead glass) mainly to medical service providers and medical equipment vendors on a case-by-case basis.

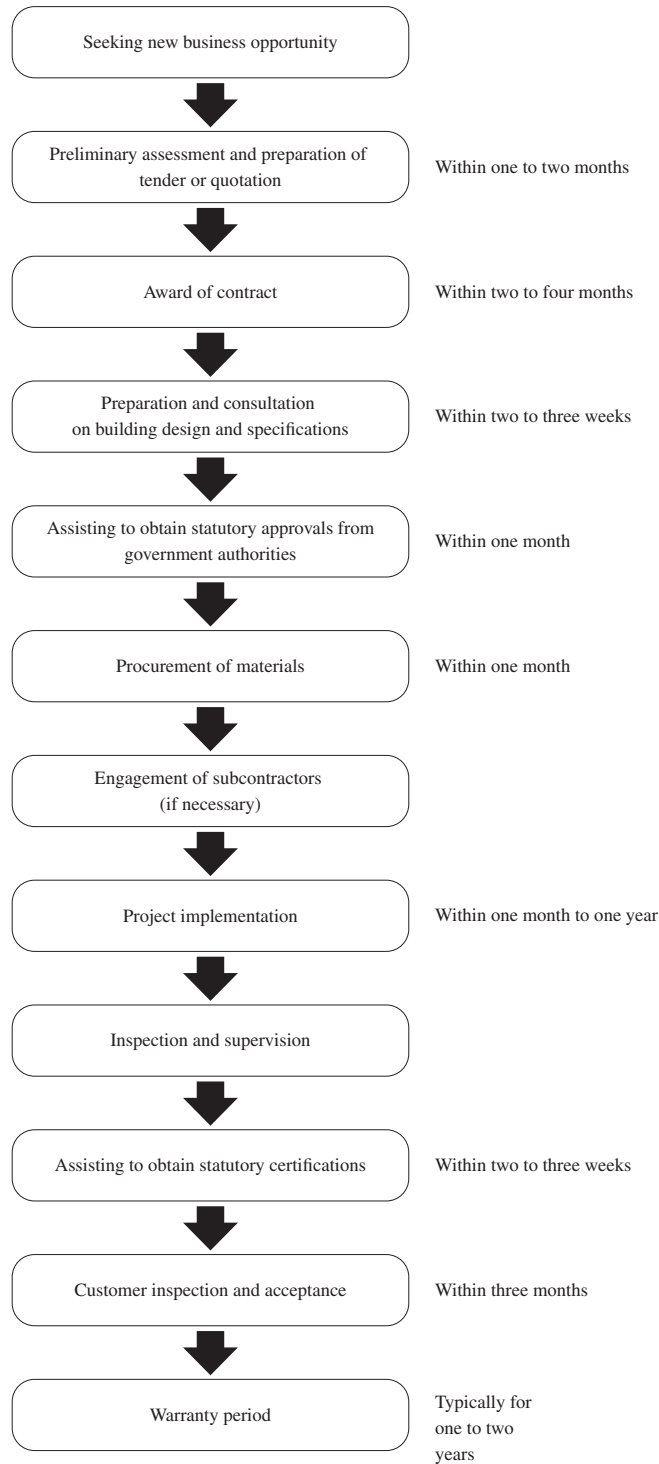
---

## BUSINESS

---

### *Operation flow*

Set out below is a flowchart summarising the principal steps of our workflow in a turnkey solutions project under our integrated design and building services:



---

## BUSINESS

---

### *Seeking new business opportunity*

During the Track Record Period, we secured new businesses mainly through direct invitation for tender or quotation by medical equipment vendors, medical services providers and other construction contractors. Please refer to the paragraph headed “Sales and marketing” below in this section for further details.

### *Preliminary assessment of the project*

The tender documents and project details provided by our customers generally contain brief descriptions of the works required, expected commencement date, contract period and timeframe for submitting the tender or quotation.

Upon receiving the tender documents and/or project details from our customers, we would conduct an internal evaluation on the feasibility of undertaking the project, taking into account various factors including the technical requirements, project size and commencement date, the estimated profitability of the construction project, the availability and capacity of our manpower, as well as the prevailing market conditions.

### *Preparation of tender or quotation*

Our tendering team, comprising our executive Directors and quantity surveyor, is responsible for the preparation of tender or quotation. Our tendering team may conduct site visit to the place at which the project is to be undertaken so as to have a better assessment of the complexity of the works involved.

Our tender or quotation generally includes the scope of our services, a schedule of rates which set out the rates charged for each type of works on unit basis, descriptions of proposed materials to be used, payment terms, warranty period, and duration of the project. Our tender or quotation will be approved and endorsed by our executive Directors before submission to our customers.

We estimate the costs to be incurred in the project based on our past experience and the recent price trends for the types of materials and services required by us. For further information, please refer to the paragraph headed “Pricing strategy” below in this section.

Our customers may arrange interviews with us after receiving our tender or quotation in order to have a better understanding of our personnel, expertise and experience. We may be required to answer queries in relation to our tender or quotation.

---

## BUSINESS

---

### *Award of contract*

Medical equipment vendors and medical service providers generally confirm our engagement by placing purchase orders with us. For projects awarded by construction contractors, we may be required to enter into a formal contract with them. Our contracts typically set out our scope of services, the contract sum, payment terms, project duration and other standard terms of services. For details, please refer to the paragraph headed “Customers – Principal terms of engagement” below in this section.

The following table sets forth the number of projects for which we have submitted quotations, the number of projects awarded and the success rate during the Track Record Period and up to the Latest Practicable Date:

	FY2014/15	FY2015/16	FY2016/17	From 1 July 2017 to the Latest Practicable Date
Number of projects for which we have submitted quotations	57	74	89	93
Number of projects awarded <sup>(Note 1)</sup>	44	55	64	45
Success rate (%) <sup>(Note 1)</sup>	<u>77.2%</u>	<u>74.3%</u>	<u>71.9%</u>	<u>48.4%</u> <sup>(Note 2)</sup>

*Notes:* (1) In the above table, success rate for a financial year/period is calculated based on the number of projects awarded (whether awarded in the same financial year/period or subsequently) in respect of the quotations submitted during that financial year/period.

(2) Out of the 93 quotations submitted during the period from 1 July 2017 to the Latest Practicable Date, the results of 35 projects were pending as at the Latest Practicable Date.

---

## BUSINESS

---

The following table sets out the number of projects for which we have submitted tenders, the number of projects awarded and the success rate during the Track Record Period and up to the Latest Practicable Date:

	FY2014/15	FY2015/16	FY2016/17	From 1 July 2017 to the Latest Practicable Date
Number of projects for which we have submitted tenders	3	2	4	2
Number of projects awarded <sup>(Note)</sup>	3	2	3	2
Success rate (%) <sup>(Note)</sup>	<u>100.0%</u>	<u>100.0%</u>	<u>75.0%</u>	<u>100.0%</u>

*Note:* In the above table, success rate for a financial year/period is calculated based on the number of projects awarded (whether awarded in the same financial year/period or subsequently) in respect of the tenders submitted during that financial year/period.

Our Directors consider that the decrease in the tender and quotation success rate for the period from 1 July 2017 to the Latest Practicable Date (the “**Relevant Period**”) does not reflect negatively on our Group’s ability to obtain new projects for the following reasons:

- out of the 95 projects for which our Group submitted quotations and tenders during the Relevant Period, the results of 35 projects (i.e. 36.8%) remained to be pending as at the Latest Practicable Date;
- our Group had submitted quotations and tenders for 95 projects during the Relevant Period (as compared to 60 projects for FY2014/15, 76 projects for FY2015/16 and 93 projects for FY2016/17). Our Directors consider that the increase in the number of our quotations and tenders submitted during the Relevant Period, as compared to the Track Record Period, is mainly attributable to our strategy to further enhance our market presence through actively responding to our customers’ invitations for projects of various scale, in light of our planned expansion in our service capacity following the Listing;
- our Group was awarded with 47 projects during the Relevant Period (as compared to 47 projects in FY2014/15, 57 projects in FY2015/16 and 67 projects in FY2016/17). Such number of projects awarded to us during the Relevant Period represents more than 82.5% of the yearly average number of projects awarded to us for the three financial years ended 30 June 2017 (i.e. 57 projects). Based on our tendering results during the Relevant Period and the prevailing conditions in the medical-related construction industry, our Directors expect that there is continuous demand for integrated design and building services to sustain our growth in the foreseeable future; and

---

## BUSINESS

---

- for each of FY2014/15, FY2015/16 and FY2016/17, the monthly average number of projects awarded to our Group was approximately 3.9, 4.8 and 5.6, respectively, whereas the monthly average number of projects awarded to our Group during the Relevant Period was approximately 7.5. Therefore, our Directors consider that our tendering result during the Relevant Period has recorded better performance than the three financial years ended 30 June 2017.

In considering the submission of tenders or quotations, our Group takes into account, among others, (i) our service capacity in performing additional works concurrently with our projects on hand based on our human resources available; (ii) the costs to be incurred for subcontracting certain parts of our works; (iii) the level of our interest in the relevant projects in terms of expected profitability; and (iv) the marketing effects in undertaking the project.

During the Track Record Period, our Group had from time to time received invitations for quotations or tenders when our available resources were occupied by other projects on hand. Nonetheless, it was our strategy to respond to our customers' invitations by submitting tenders or quotations instead of turning them down. In such circumstances, our Directors would take a more prudent approach in costs estimation by factoring a higher profit margin even though it may cause our fee quotation or tender price to become less competitive than those submitted by our competitors.

Our Directors believe such strategy allows us to (i) maintain our relationship with customers; (ii) maintain our presence in the market; and (iii) be informed of the latest market developments and pricing trends which are useful for tendering projects in the future. Due to such strategy and subject to the tender strategy of our competitors from time to time, we may experience fluctuations in our overall tender success rates from period to period. Given our tender strategy and in view of our performance over the Track Record Period, our Directors consider that our overall success rate for being awarded integrated design and building services projects during the Track Record Period has been satisfactory in general.

In light of the anticipated growth in construction demand for medical-related facilities in Singapore, our Directors believe that our Group will be able to submit tenders or quotations for a larger number of available projects after the planned expansion in our service capacity following the Listing.

---

## BUSINESS

---

### *Preparation and consultation on building design and specifications*

Based on the types of medical facilities and, if necessary, irradiating medical equipment involved, we will prepare building design and specifications in relation to our radiation shielding and other related building works, and submit them for our customers' approval before commencement of the project. We may also provide recommendations to our customers on the interior design of the medical facilities. Depending on the nature of works to be carried out, our design and specifications may be submitted to registered professional engineer and/or licensed electrical worker for endorsement before project implementation.

Our design team, which comprises interior designers, architect planner, quantity surveyor and senior draftsman, is responsible for preparing the space planning works, operational work flow, building design and specifications according to the needs and requirements of our customers. Our design team will modify the drawings and specifications upon receiving feedbacks from our customers.

### *Assisting to obtain statutory approvals from government authorities*

Part of our building works may require prior approvals from government authorities before the commencement of our works under the Singapore laws and regulations. Pursuant to the contracts with our customers, we may assist our customers to apply for approvals from relevant government authorities for the works to be carried out by us prior to the commencement of work. For further details, please refer to the paragraph headed "Description of our services and products – (A) Integrated design and building services" above in this section.

### *Procurement of materials*

We are generally responsible for procuring building and radiation shielding materials required for our works at our own cost. Our building and radiation shielding materials are purchased on an as-needed basis in accordance with our project requirements. For further details, please refer to the paragraph headed "Suppliers" below in this section.

---

## BUSINESS

---

### *Engagement of subcontractors (if necessary)*

Depending on our available labour resources and the types of specialised works involved, we may engage other subcontractors to perform certain building works such as (i) M&E works relating to ACMV systems, chiller systems, and plumbing and sanitary systems; and (ii) fitting-out works involving carpentry works and other finishing works relating to ceilings, floors and walls. For further details, please refer to the paragraph headed “Suppliers” below in this section.

### *Project implementation*

We usually form a project management team which consists of project manager, technical consultant, draftsman, architect planner and interior designer. Our project management team is generally responsible for (i) arranging all necessary materials, equipment and labour resources required for the projects; and (ii) performing project coordination and supervision. Our project management team communicates with our customers from time to time to ensure the works performed meet our customers’ requirements, and are completed on schedule, within budget and in compliance with applicable statutory requirements.

### *Inspection and supervision*

We carry out in-house quality inspection and supervision throughout the project in accordance with our in-house quality management systems which are in conformity with the requirements of the ISO 9001 standards. For further information regarding our quality management systems, please refer to the paragraph headed “Quality control” below in this section.

### *Assisting to obtain statutory certifications*

Pursuant to the contracts with our customers, normally we will also assist our customers in handling the certification procedures for our building works done pursuant to the requirements under the Singapore laws and regulations. For further details, please refer to the paragraph headed “Description of our services and products – (A) Integrated design and building services” above in this section.



---

## BUSINESS

---

### *Customer inspection and acceptance*

Our customers will conduct inspection to check if our works done have complied with their requirements and specifications under the contracts. For instance, our customers would arrange inspection on our radiation shielding works to ensure compliance with the statutory requirements of the RPNSD. After passing our customers' inspection, we will receive notifications or handover certificates from them to indicate our completion of the project. Upon completion of the project, we may be required to submit (i) a set of drawings showing the final conditions of our building works; and (ii) operation and maintenance manuals for our customers' records.

### *Warranty period*

We are generally required to provide a warranty period for one year following the completion date of the project, during which we are responsible to (i) ensure that our works done and materials supplied have complied with the approved specifications and drawings; and (ii) repair or rectify any defects discovered. If so requested by our customers, we may extend the warranty period of our M&E works to two years at additional charges. Our Group did not incur any warranty expenses during the Track Record Period.

### *Variation orders (if any)*

Our customers may request additional or alteration of works beyond the scope of the contract during project implementation. The value of the variation works will be separately negotiated, or determined by reference to the contracted works should the nature and scope be similar. A variation order is usually placed by way of a purchase order by our customer describing the detailed works to be performed as a result of such variation order.

For FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, our revenue attributable to the variation orders amounted to S\$24,000, S\$0.1 million, S\$0.7 million and S\$0.4 million, respectively. During the Track Record Period and up to the Latest Practicable Date, we have not experienced any material disputes with our customers on the amount of the variation orders.

---

## BUSINESS

---

### *Retention money (if necessary)*

For projects awarded by construction contractors, some of our customers may, depending on the contract terms, hold up a certain percentage of each payment made to us as retention money. Retention money is normally equivalent to 10% of the value of works done and subject to a maximum of 5% of the total contract sum. Typically, half of the retention money is released upon the completion of the project and the remaining half is released upon expiry of the warranty period.

As at 30 June 2015, 2016, 2017 and 30 September 2017, our retention receivables amounted to approximately S\$156,000, S\$16,000, S\$145,000 and S\$145,000 respectively. Please refer to the section headed “Financial information – Discussion on selected balance sheet items – Trade receivables” in this prospectus for a further discussion and analysis regarding our trade receivables.

### **Seasonality**

Our Directors believe that the medical-related construction industry in Singapore does not exhibit any significant seasonality as building and construction works related to medical facilities generally take place throughout the year in Singapore based on the experience of our Directors.

### **LICENCES AND REGISTRATIONS**

Our Group holds a number of licences and registrations which enable us to carry on our business. The following table sets out the details of the licences and registrations of Hwa Koon as at the Latest Practicable Date:

<b>Relevant authority/ organisation</b>	<b>Relevant list/Category</b>	<b>Registration/ Licence/Grading</b>	<b>Date of expiry</b>
BCA	General Builder – Class 1	GB1	16 June 2018
BCA	CW01 – General Building	C1 <sup>(Note)</sup>	1 September 2019
BCA	ME01 – Air-Conditioning, Refrigeration & Ventilation Works	L2 <sup>(Note)</sup>	1 September 2019
BCA	ME11 – Mechanical Engineering	L1 <sup>(Note)</sup>	1 September 2019
RPNSD	Licence to possess for sale and deal in specified types of ionising irradiating apparatus	L1	31 December 2019

*Note: The differences in BCA gradings relate to the tendering limits for Singapore public sector projects. As at the Latest Practicable Date, L1 refers to S\$650,000, L2 refers to S\$1.3 million and C1 refers to S\$4.0 million.*

---

## BUSINESS

---

Our Directors are of the view that our aforesaid licences and registrations are adequate for our business needs. Our Directors confirm that our Group has obtained all necessary licences, permits and registrations which are required to carry on our principal business activities in Singapore as at the Latest Practicable Date.

### **Requirements for maintaining our licences and registrations**

Our ability to maintain our aforesaid licences and registrations is crucial to our business operations. Please refer to the section headed “Risk Factors – Failure to renew or any suspension or cancellation of any of our existing licences and registrations could materially affect our operations and financial performance” in this prospectus for details of the associated risks in this regard.

There are certain financial, personnel, track record, certification and/or other requirements that we have to comply with in order to maintain such licences and registrations. Please refer to the sections headed “Regulatory overview – Licensing regime for builders and contractors in Singapore” and “Regulatory overview – Radiation protection” in this prospectus for further information.

In relation to the personnel requirements of our licence and registrations with the BCA, there are alternative individuals under our employment who possess the relevant qualifications and experience to become the qualified personnel of our Group, in case of departure of our existing qualified personnel from our Group. In addition, as part of our expansion plan, we expect that at least two of the additional project management staff to be hired will possess the relevant qualifications and experience of being a qualified personnel of our Group.

The Singapore Legal Adviser advised that it does not presently foresee any legal impediments in the renewal of the above licences and registrations by our Group.

## BUSINESS

### PROJECTS UNDERTAKEN DURING THE TRACK RECORD PERIOD

#### Revenue by project nature

Public sector projects refer to projects of which the project employers are Singapore Government or statutory bodies, while private sector projects refer to projects that are not public sector projects. The following table sets out a breakdown of our revenue derived from integrated design and building services by project nature and number of projects with revenue contribution to us during the Track Record Period:

	FY2014/15			FY2015/16			FY2016/17			Three months ended 30 September					
	No. of projects (Notes)	Revenue S\$'000	% of total revenue	No. of projects (Notes)	Revenue S\$'000	% of total revenue	No. of projects (Notes)	Revenue S\$'000	% of total revenue	No. of projects (Notes)	Revenue S\$'000 (unaudited)	% of total revenue	No. of projects (Notes)	Revenue S\$'000	% of total revenue
Public sector	41	5,850	45.5	38	5,381	57.7	33	7,426	51.0	11	1,744	40.1	15	2,309	58.6
Private sector	29	7,018	54.5	20	3,950	42.3	38	7,146	49.0	12	2,608	59.9	13	1,628	41.4
<b>Total</b>	<b>70</b>	<b>12,869</b>	<b>100.0</b>	<b>58</b>	<b>9,331</b>	<b>100.0</b>	<b>71</b>	<b>14,571</b>	<b>100.0</b>	<b>23</b>	<b>4,352</b>	<b>100.0</b>	<b>28</b>	<b>3,937</b>	<b>100.0</b>

*Notes:*

1. Out of the 58 projects which contributed revenue to the FY2015/16, one project also contributed revenue to the FY2014/15.
2. Out of the 71 projects which contributed revenue to the FY2016/17, four projects also contributed revenue to the FY2015/16.
3. Out of the 28 projects which contributed revenue to the three months ended 30 September 2017, 11 projects also contributed revenue to FY2016/17.

---

## BUSINESS

---

### Movement in our number of projects

The following table sets out movement in the number of our integrated design and building projects with revenue contribution to us and those that have been awarded to us but not yet commenced during the Track Record Period, with breakdown of new projects awarded to us during the year/period and project completed during the year/period:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2017
Projects brought forward from prior year	23	1	4	11
New projects awarded to us during the year/period	47	57	67	17
Number of projects completed during the year/period	<u>69</u>	<u>54</u>	<u>60</u>	<u>9</u>
Projects carried forward to next year/period	<u>1</u>	<u>4</u>	<u>11</u>	<u>19</u>

### Number of projects by range of revenue recognised

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, there were 70, 58, 71 and 28 integrated design and building projects which contributed approximately S\$12.9 million, S\$9.3 million, S\$14.6 million and S\$3.9 million, respectively, to our revenue. Set out below is a breakdown of such projects based on their respective range of revenue recognised during the Track Record Period:

	FY2014/15 <i>No. of projects</i>	FY2015/16 <i>No. of projects</i>	FY2016/17 <i>No. of projects</i>	Three months ended 30 September 2017 <i>No. of projects</i>
<b>Revenue recognised</b>				
S\$1,000,000 or above	1	1	3	–
S\$500,000 to below S\$1,000,000	2	3	4	4
S\$100,000 to below S\$500,000	25	23	21	5
S\$50,000 to below S\$100,000	21	10	14	3
Below S\$50,000	<u>21</u>	<u>21</u>	<u>29</u>	<u>16</u>
Total	<u>70</u>	<u>58</u>	<u>71</u>	<u>28</u>

---

## BUSINESS

---

### Top projects undertaken during the Track Record Period

The following tables set out the details of our top five integrated design and building projects for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017 in terms of revenue contribution to our Group:

#### ***FY2014/15***

Rank	Project awarded by	Original contract sum <i>SS'000</i>	Private/public sector	Date of commencement and completion of our works	Amount of revenue recognised for the year <i>SS'000</i>	% of total revenue of our Group %
1	Customer A <i>(Note)</i>	3,198	Private	Commencement: July 2014; Completion: September 2014	3,083	23.3
2	Customer C <i>(Note)</i>	796	Public	Commencement: October 2014; Completion: November 2014	796	6.0
3	Customer C <i>(Note)</i>	779	Public	Commencement: June 2014; Completion: September 2014	772	5.8
4	Farrer Park Hospital Pte. Ltd. <i>(Note)</i>	751	Private	Commencement: February 2014; Completion: September 2014	485	3.7
5	Siemens Group <i>(Note)</i>	467	Private	Commencement: February 2015; Completion: March 2015	467	3.5

*Note:* For background information, please refer to the paragraph headed “Customers – Top customers” below in this section.

---

## BUSINESS

---

### ***FY2015/16***

Rank	Project awarded by	Original contract sum S\$'000	Private/ public sector	Date of commencement and completion of our works	Amount of revenue recognised for the year S\$'000	% of total revenue of our Group %
1	Customer D <sup>(Note)</sup>	1,203	Private	Commencement: October 2015; Completion: April 2016	1,203	12.3
2	Customer C <sup>(Note)</sup>	633	Private	Commencement: September 2015; Completion: December 2015	633	6.5
3	Siemens Group <sup>(Note)</sup>	567	Private	Commencement: March 2016; Completion: June 2016	567	5.8
4	Customer C <sup>(Note)</sup>	550	Public	Commencement: October 2015; Completion: December 2015	550	5.6
5	Siemens Group <sup>(Note)</sup>	359	Public	Commencement: October 2015; Completion: December 2015	359	3.7

*Note:* For background information, please refer to the paragraph headed “Customers – Top customers” below in this section.

### ***FY2016/17***

Rank	Project awarded by	Original contract sum S\$'000	Private/ public sector	Date of commencement and completion of our works	Amount of revenue recognised for the year S\$'000	% of total revenue of our Group %
1	Penta-Ocean Construction Company Limited <sup>(Note)</sup>	2,988	Public	Commencement: August 2016; Ongoing	2,301	15.4
2	Customer I <sup>(Note)</sup>	1,725	Private	Commencement: July 2016; Completion: February 2017	1,725	11.5
3	Customer J <sup>(Note)</sup>	1,744	Public	Commencement: June 2017; Completion: November 2017	1,113	7.5
4	Siemens Group <sup>(Note)</sup>	709	Private	Commencement: July 2016; Completion: October 2016	745	5.0
5	Customer D <sup>(Note)</sup>	636	Public	Commencement: September 2016; Completion: December 2016	636	4.3

*Note:* For background information, please refer to the paragraph headed “Customers – Top customers” below in this section.

## BUSINESS

### *Three months ended 30 September 2017*

Rank	Project awarded by	Original contract sum S\$'000	Private/ public sector	Date of commencement and completion of our works	Amount of revenue recognised for the period S\$'000	% of total revenue of our Group
1	Penta-Ocean Construction Company Limited <i>(Note)</i>	2,988	Public	Commencement: August 2016; Ongoing	909	22.5
2	Canon Medical Systems Asia Pte. Ltd. <i>(Note)</i>	939	Public	Commencement: June 2017; Ongoing	637	15.8
3	Customer D <i>(Note)</i>	2,014	Private	Commencement: September 2017; Ongoing	570	14.1
4	Customer J <i>(Note)</i>	1,744	Public	Commencement: June 2017; Completion: November 2017	543	13.5
5	Siemens Group <i>(Note)</i>	483	Private	Commencement: August 2017; Ongoing	228	5.7

*Note:* For background information, please refer to the paragraph headed “Customers – Top customers” below in this section.

### **Backlog**

As at 30 June 2015, 2016, 2017, 30 September 2017 and the Latest Practicable Date, we had a total of 1, 4, 11, 19 and 35 integrated design and building projects in our backlog (including projects that have commenced but not completed as well as projects that have been awarded to us but not yet commenced), with revenue derived or expected to be derived from such projects as follows:

	As at 30 June 2015	As at 30 June 2016	As at 30 June 2017	As at 30 September 2017	As at the Latest Practicable Date
<b>Number of projects in our backlog</b>	1	4	11	19	35
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Total contract sum in respect of such projects</b>	395	1,428	7,129	12,271	15,402
<b>Total revenue attributable to such projects</b>					
– recognised on or before the date indicated	85	1,038	4,708	7,181	11,882
– yet to be recognised as at the date indicated	<u>310</u>	<u>390</u>	<u>2,421</u>	<u>5,090</u>	<u>3,520</u>
	<u>395</u>	<u>1,428</u>	<u>7,129</u>	<u>12,271</u>	<u>15,402</u>



## BUSINESS

### PROJECTS ON HAND

The aggregate number of our integrated design and building projects on hand as at 1 October 2017 (including projects that have commenced but not completed as well as projects that have been awarded to us but not yet commenced) and projects that were awarded to us from 1 October 2017 to the Latest Practicable Date was 49. Our Directors estimated that these projects will be completed in 2019 and all remaining revenue to be derived from these projects will be recognised in 2019. The following sets forth a full list of our projects on hand as at 1 October 2017 as well as projects that have been awarded to us from 1 October 2017 up to the Latest Practicable Date:

No.	Customer	Total contract sum S\$'000	Actual/expected commencement date of works	Actual/expected date of completion of works	Amount of revenue recognised during the Track Record Period S\$'000	Amount of revenue expected to be recognised from 1 October 2017 to 30 June 2018 S\$'000	Amount of revenue expected to be recognised from 1 July 2018 to 30 June 2019 S\$'000
1	Penta-Ocean Construction Company Limited	3,370	August 2016	April 2018	3,210	160	-
2	Customer J	1,744	June 2017	November 2017	1,656	88	-
3	Canon Medical Systems Asia Pte. Ltd.	939	June 2017	June 2018	709	230	-
4	A construction contractor	120	June 2017	March 2018	80	40	-
5	Customer D	2,014	September 2017	May 2018	649	1,365	-
6	Customer D	581	September 2017	May 2018	187	394	-
7	Siemens Group	1,318	July 2017	May 2018	64	1,254	-
8	Customer C	288	September 2017	May 2018	5	283	-
9	Customer C	65	September 2017	May 2018	1	64	-
10	Customer C	211	September 2017	May 2018	4	207	-
11	Customer C	93	September 2017	May 2018	1	92	-
12	Siemens Group	483	August 2017	April 2018	228	255	-
13	Customer C	388	August 2017	April 2018	155	233	-
14	Siemens Group	323	September 2017	February 2018	103	220	-
15	A medical service provider	170	August 2017	April 2018	77	93	-
16	A construction contractor	53	August 2017	April 2018	19	34	-
17	Customer D	45	August 2017	November 2017	21	24	-
18	Customer D	26	August 2017	November 2017	7	19	-
19	Customer D	40	August 2017	November 2017	5	35	-
20	Customer D	647	October 2017	June 2018	-	647	-
21	Customer D	555	November 2017	May 2018	-	555	-
22	Canon Medical Systems Asia Pte. Ltd.	94	November 2017	April 2018	-	94	-
23	Siemens Group	167	November 2017	April 2018	-	167	-

## BUSINESS

No.	Customer	Total contract sum S\$'000	Actual/expected commencement date of works	Actual/expected date of completion of works	Amount of revenue recognised during the Track Record Period S\$'000	Amount of revenue expected to be recognised from 1 October 2017 to 30 June 2018 S\$'000	Amount of revenue expected to be recognised from 1 July 2018 to 30 June 2019 S\$'000
24	Siemens Group	90	November 2017	April 2018	-	90	-
25	Customer C	917	November 2017	April 2018	-	917	-
26	A construction contractor	144	November 2017	April 2018	-	144	-
27	A medical equipment vendor	15	October 2017	November 2017	-	15	-
28	A construction contractor	3	December 2017	December 2017	-	3	-
29	A construction contractor	7	December 2017	December 2017	-	7	-
30	A medical service provider	52	January 2018	February 2018	-	52	-
31	Canon Medical Systems Asia Pte. Ltd.	86	April 2018	June 2018	-	86	-
32	Siemens Group	53	January 2018	May 2018	-	53	-
33	A construction contractor	47	April 2018	June 2018	-	47	-
34	A medical equipment vendor	34	March 2018	March 2018	-	34	-
35	Customer D	309	January 2018	May 2018	-	309	-
36	A construction contractor	34	January 2018	March 2018	-	34	-
37	A construction contractor	1,117	June 2018	June 2019	-	86	1,031
38	A medical service provider	2	March 2018	March 2018	-	2	-
39	A medical service provider	2	March 2018	March 2018	-	2	-
40	A medical service provider	2	March 2018	March 2018	-	2	-
41	Siemens Group	28	January 2018	April 2018	-	28	-
42	QST Technologies Pte. Ltd.	30	March 2018	May 2018	-	30	-
43	QST Technologies Pte. Ltd.	45	July 2018	September 2018	-	-	45
44	Siemens Group	144	July 2018	October 2018	-	-	144
45	Siemens Group	38	July 2018	November 2018	-	-	38
46	Siemens Group	62	July 2018	November 2018	-	-	62
47	Siemens Group	340	July 2018	October 2018	-	-	340
48	Canon Medical Systems Asia Pte. Ltd.	182	February 2018	June 2018	-	182	-
49	Canon Medical Systems Asia Pte. Ltd.	214	March 2018	June 2018	-	214	-

---

## BUSINESS

---

*Note:*

- (1) Project No. 1 to No. 19 represented projects in our backlog as at 1 October 2017.
- (2) Project No. 1, No. 3 to No. 13, No. 15 to No. 16, No. 20 to No. 26, No. 32, No. 35, No. 41 to No. 42 and No. 48 to No. 49 represented projects in our backlog which have been commenced but not completed as at the Latest Practicable Date.
- (3) Project No. 31, No. 33, No. 37 and No.43 to No. 47 represented the 8 projects in our backlog which had been awarded to us but not yet commenced as at the Latest Practicable Date.

## CUSTOMERS

### Characteristics of our customers

Our customers during the Track Record Period mainly included (i) multinational medical equipment vendors; (ii) medical service providers in Singapore including hospitals and clinics; and (iii) construction contractors engaged by project employers including the Singapore Government or medical service providers.

The number of customers for our integrated design and building services with revenue contribution to our Group was 46, 51, 63 and 13 for FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, respectively. During the Track Record Period, most of our customers were located in Singapore and our revenue derived from Singapore-based customers represents 99.3%, 98.8%, 97.5% and 100% of our total revenue for FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, respectively. A minor portion of our revenue was derived from customers in Southeast Asian countries (such as Malaysia) for (i) our radiation shielding-related consultancy services, as discussed in further details in the paragraph headed “Description of our services and products – (C) Sales of tools and materials” above in this section; and (ii) sales of our radiation shielding products fabricated by us at our workshop. During the Track Record Period, our revenue derived from customers in Singapore was mainly denominated in Singapore dollars, while our revenue derived from overseas customers was mainly denominated in US dollars.

---

## BUSINESS

---

### ***Medical equipment vendors***

Medical equipment vendors mainly include local branches of multinational medical equipment manufacturers and other distributors of medical equipment in Singapore.

In general, where a medical service provider has decided on the medical equipment required in its facilities proposed to be put into operation, it would normally invite medical equipment vendors to participate in project tenders. The selected vendor would typically be responsible for (i) supplying and installing the relevant medical equipment; and (ii) ensuring the completion of all the related design and building works to facilitate the installation and functioning of such equipment. As a common industry practice, the medical equipment vendor would arrange to supply and install the equipment on its own, and subcontract the entire design and building works to a construction contractor (such as our Group).

### ***Medical service providers***

We have from time to time been engaged directly by medical service providers in Singapore to provide integrated design and building services for the construction, refurbishment and upgrading of their medical facilities. Our customers of this category vary in scale and include (i) public and private hospitals which provide comprehensive medical services; and (ii) clinics such as dental clinics, imaging centres, surgical and other treatment centres.

### ***Construction contractors***

During the Track Record Period, we have also been engaged by other construction contractors in Singapore. After these construction contractors have successfully tendered for a project, they may engage us as their subcontractor and subcontracted certain parts of the building works to us.

### **Principal terms of engagement**

We provide integrated design and building services to our customers on a project-by-project basis, instead of entering into long-term contracts. Our Directors consider such arrangement is in line with the construction industry practice in Singapore.

Medical equipment vendors and medical service providers generally confirm our engagement by placing purchase orders with us. For projects awarded by construction contractors, we may be required to enter into a formal contract with them.

---

## BUSINESS

---

The principal terms of our engagement with customers are summarised as follows:

**(A) Integrated design and building services**

***Scope of work***

The contracts normally set out the scope of services to be carried out by our Group and other project specifications or requirements. Our customers generally require us to complete our works within a specified period and in accordance with their specified work schedule.

***Duration***

The contract usually specifies the commencement date and duration of the project implementation, typically ranging from one month to one year.

***Contract sum***

In general, our contracts set out a lump sum fixed price for carrying out the scope of works pursuant to the specification, drawings and technical requirements of the customers. Some of our contracts are remeasurement contracts under which the final contract sum will be determined based on the agreed unit rates and the actual quantities of work done. There is no specific clause in relation to price adjustment in our contracts with our customers.

***Payment terms***

The payment terms with our customers vary from project to project, depending on the customer type and scale of the projects.

For projects awarded by medical equipment vendors, our Group would generally receive deposits of a certain percentage of the total contract sum upon receipt of the purchase orders. Our Group would submit an interim payment application to our customers by stages in accordance with the pre-agreed percentage of works as stated in the purchase orders and/or upon formal completion of works. For projects awarded by medical services providers or construction contractors, our Group would generally submit to our customer an interim payment application on a monthly basis with reference to the amount of works completed. Upon receiving our payment application for progress payments, our customer or its authorised person will examine and certify our works done by endorsing on our payment application or issuing a payment certificate to us.

The credit term granted by us to our customers generally ranged from approximately 30 to 90 days from the issue of invoices.

---

## BUSINESS

---

### ***Insurance***

In general, we are required to procure and maintain contractors' all risk insurance and work injury compensation insurance for the project. For further details, please refer to the paragraph headed "Insurance" below in this prospectus. Where we undertake a project as subcontractor for other construction contractor, pursuant to the contract term, the construction contractor would normally take out the aforesaid insurance policies covering its liabilities as well as our liabilities as its subcontractor.

### ***Procurement of materials***

We are generally responsible for procuring the relevant building and radiation shielding materials required for the project at our own costs.

### ***Warranty period***

For details regarding our warranty period, please refer to the paragraph headed "Operation flow" above in this section.

### ***Variation orders***

For details regarding our variation orders, please refer to the paragraph headed "Operation flow" above in this section.

### ***Performance guarantee***

For a sizeable project awarded by a public hospital in Singapore during the Track Record Period, we were required to provide performance guarantee issued by bank in the amount of 10% of the contract sum (i.e. approximately S\$174,000) in favour of our customer. Such arrangement serves to secure our due and timely performance of work and compliance with the contract. If we fail to perform according to the requirements in the contract, our customer would be entitled to guaranteed compensation for any monetary loss up to the amount of the performance guarantee.

When arranging with bank for the issuance of performance guarantee in favour of our customer, a pledged deposit is normally required to be placed with the bank.

During the Track Record Period and up to the Latest Practicable Date, the aforesaid performance guarantee had not been called by our customer by reason of non-performance of the contract undertaken by us.

---

## BUSINESS

---

### ***Liquidated damages***

Liquidated damages clause may be included in the contracts to protect our customers against late completion of work. We may be liable to pay liquidated damages to our customers if we are unable to deliver or perform the contractual works within the time specified in or in accordance with the contract. Liquidated damages are generally calculated on the basis of a fixed sum per day and/or according to certain damages calculating mechanism as stipulated under the contract on per working day basis.

During the Track Record Period and up to the Latest Practicable Date, no liquidated damages had been claimed by our customers against us.

### ***Employment of foreign workers***

Our Group shall ensure that no illegal immigrants shall be employed by us or our subcontractors in the execution of the project. Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we were not involved in any employment of illegal workers and no legal action has been taken against us in connection with any employment of illegal workers. Please refer to the paragraph headed “Employees” in this section for further information regarding our employment of foreign workers.

### ***Occupational health and safety measures***

Our Group shall undertake to comply with occupational health and safety rules and regulations in Singapore as well as standards and guidelines specified by our customers. Besides, we shall be responsible for providing protective equipment and ensuring that they were properly worn by our workers.

### ***Indemnities***

Our Group shall indemnify our customers mainly for all losses, damages and liabilities which our customers may suffer in connection with our breach of, or failure to perform our obligations under the contracts.

### ***Termination***

Our customers typically may terminate our contracts if, among other things, we fail to execute the agreed scope of works, or if we become bankrupt or insolvent. During the Track Record Period and up to the Latest Practicable Date, none of our contracts were terminated pursuant to the termination clause.

---

## BUSINESS

---

### **(B) Maintenance and other services**

#### ***Scope of work***

Our scope of services in relation to maintenance services typically include conducting examination, replacement of parts and repair works (if necessary) in relation to the radiation shielding works and M&E works completed by us for a fixed term, typically on a yearly basis. Depending on the term of our maintenance services, we may visit our customers' premises on a monthly or quarterly basis to conduct examination.

We also provide other ancillary services to our customers, details of which are discussed in the paragraph headed "Description of our services and products" above in this section.

#### ***Payment terms***

Depending on the term of our maintenance services, our customers generally pay us on a quarterly basis in advance or upon completion of each round of examination. In respect of our other ancillary services, we generally receive payments from our customers after completion of our services.

### **Top customers**

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the percentage of our total revenue attributable to our top customer amounted to approximately 23.3%, 30.3%, 24.2% and 22.5% respectively, while the percentage of our total revenue attributable to our top five customers combined amounted to approximately 83.6%, 82.0%, 68.2% and 85.3%, respectively.



## BUSINESS

**FY2014/15**

Rank	Customer	Principal business activities	Year of commencement of business relationship	Typical credit terms and payment method	Revenue derived from the customer	
					S\$'000	%
1	Customer A	A Singapore company being a wholly-owned subsidiary of a company listed on the Bursa Malaysia and the Singapore Stock Exchange, the principal activities of which include operation of clinics and provision of general western medical services	Since 2006	60 days; by cheque	3,083	23.3
2	Siemens Healthcare Pte. Ltd.; Siemens Pte. Ltd. (the "Siemens Group") or Customers B	Singapore companies being wholly-owned subsidiaries of a company listed on the Frankfurt Stock Exchange, the principal activities of which include, among others, sales of medical, scientific and precision equipment	Since 2006	60 days; by bank transfer	3,067	23.2
3	Customer C	A Singapore company being a subsidiary of a company listed on the New York Stock Exchange, London Stock Exchange, Euronext Paris, the SIX Swiss Exchange and the Frankfurt Stock Exchange, the principal activities of which include, among others, sales of healthcare products and medical equipment	Since 2006	60 days; by bank transfer	2,442	18.4
4	Customer D	A Singapore company being a wholly-owned subsidiary of a company listed on the New York Stock Exchange and Euronext Amsterdam, the principal activities of which include, among others, sales of healthcare products and medical equipment	Since 2006	30 days; by bank transfer	1,651	12.5
5	Farrer Park Hospital Pte. Ltd.	A private company in Singapore, the principal activities of which mainly include operation of hospitals	Since 2014	30 days; by cheque	826	6.2
Top five customers combined					11,069	83.6
All other customers					<u>2,176</u>	<u>16.4</u>
Total revenue					<u><u>13,245</u></u>	<u><u>100.0</u></u>

## BUSINESS

**FY2015/16**

Rank	Customer	Principal business activities	Year of commencement of business relationship	Typical credit terms and payment method	Revenue derived from the customer S\$'000                  %	
1	Customer D	A Singapore company being a wholly-owned subsidiary of a company listed on the New York Stock Exchange and Euronext Amsterdam, the principal activities of which include, among others, sales of healthcare products and medical equipment	Since 2006	90 days; by bank transfer	2,968	30.3
2	Customer C	A Singapore company being a subsidiary of a company listed on the New York Stock Exchange, London Stock Exchange, Euronext Paris, the SIX Swiss Exchange and the Frankfurt Stock Exchange, the principal activities of which include, among others, sales of healthcare products and medical equipment	Since 2006	60 days; by bank transfer	2,050	20.9
3	Siemens Group or Customer B	Singapore companies being wholly-owned subsidiaries of a company listed on the Frankfurt Stock Exchange, the principal activities of which include, among others, sales of medical, scientific and precision equipment	Since 2006	60 days; by bank transfer	2,036	20.8
4	Canon Medical Systems Asia Pte. Ltd. (previously known as Toshiba Medical Systems Asia Pte. Ltd.) or Customer F	A Singapore company being a subsidiary of a company listed on the Tokyo Stock Exchange, Nagoya Stock Exchange, Fukuoka Stock Exchange, Sapporo Stock Exchange and New York Stock Exchange, the principal activities of which include, among others, sales of medical, scientific and precision equipment	Since 2009	30 days; by cheque	645	6.6
5	QST Technologies Pte. Ltd.	A private company in Singapore, the principal activities of which mainly include sales of healthcare products and provision of healthcare solutions	Since 2014	30 days; by cheque	334	3.4
Top five customers combined					8,033	82.0
All other customers					<u>1,760</u>	<u>18.0</u>
Total revenue					<u><u>9,793</u></u>	<u><u>100.0</u></u>

## BUSINESS

**FY2016/17**

Rank	Customer	Principal business activities	Year of commencement of business relationship	Typical credit terms and payment method	Revenue derived from the customer	
					US\$'000	%
1	Siemens Group or Customer B	Singapore companies being wholly-owned subsidiaries of a company listed on the Frankfurt Stock Exchange, the principal activities of which include, among others, sales of medical, scientific and precision equipment	Since 2006	60 days; by bank transfer	3,618	24.2
2	Penta-Ocean Construction Company Limited or Customer H	A Japanese company listed on the Tokyo Stock Exchange and Nagoya Stock Exchange, the principal activities of which include, among others, provision of civil engineering services and building construction services	Since 2016	30 days; by bank transfer	2,487	16.7
3	Customer I	A Singapore company being a wholly-owned subsidiary of a company listed on the New York Stock Exchange, the principal activities of which include operation of hospitals	Since 2016	30 days; by cheque	1,725	11.5
4	Customer D	A Singapore company being a wholly-owned subsidiary of a company listed on the New York Stock Exchange and Euronext Amsterdam, the principal activities of which include, among others, sales of healthcare products and medical equipment	Since 2006	90 days; by bank transfer	1,222	8.2
5	Customer C	A Singapore company being a subsidiary of a company listed on the New York Stock Exchange, London Stock Exchange, Euronext Paris, the SIX Swiss Exchange and the Frankfurt Stock Exchange, the principal activities of which include, among others, sales of healthcare products and medical equipment	Since 2006	90 days; by bank transfer	1,139	7.6
Top five customers combined					10,191	68.2
All other customers					<u>4,746</u>	<u>31.8</u>
Total revenue					<u><u>14,937</u></u>	<u><u>100.0</u></u>

## BUSINESS

### *Three months ended 30 September 2017*

Rank	Customer	Principal business activities	Year of commencement of business relationship	Typical credit terms and payment method	Revenue derived from the customer	
					\$S'000	%
1	Penta-Ocean Construction Company Limited or Customer H	A Japanese company listed on the Tokyo Stock Exchange and Nagoya Stock Exchange, the principal activities of which include, among others, provision of civil engineering services and building construction services	Since 2016	30 days; by bank transfer	909	22.5
2	Customer D	A Singapore company being a wholly-owned subsidiary of a company listed on the New York Stock Exchange and Euronext Amsterdam, the principal activities of which include, among others, sales of healthcare products and medical equipment	Since 2006	90 days; by bank transfer	873	21.6
3	Canon Medical Systems Asia Pte. Ltd. (previously known as Toshiba Medical Systems Asia Pte. Ltd.) or Customer F	A Singapore company being a subsidiary of a company listed on the Tokyo Stock Exchange, Nagoya Stock Exchange, Fukuoka Stock Exchange, Sapporo Stock Exchange and New York Stock Exchange, the principal activities of which include, among others, sales of medical, scientific and precision equipment	Since 2009	30 days; by cheque	703	17.4
4	Customer J	A public hospital in Singapore	Since 2012	30 days; by bank transfer	556	13.8
5	Siemens Group or Customer B	Singapore companies being wholly-owned subsidiaries of a company listed on the Frankfurt Stock Exchange, the principal activities of which include, among others, sales of medical, scientific and precision equipment	Since 2006	60 days; by bank transfer	401	9.9
Top five customers combined					3,442	85.3
All other customers					<u>593</u>	<u>14.7</u>
Total revenue					<u><u>4,035</u></u>	<u><u>100.0</u></u>

None of our Directors, their close associates or any Shareholders who owned more than 5% of the number of the issued shares of our Company as at the Latest Practicable Date had any interest in any of our top five customers during the Track Record Period.

---

## BUSINESS

---

### Further information on our top customers

Customer A is a wholly-owned subsidiary of a company (the “**Customer A Holdco**”) whose shares are listed on the Bursa Malaysia and the Singapore Stock Exchange with a market capitalisation ranging from HK\$99.5 billion to HK\$100.1 billion as at the Latest Practicable Date. According to the latest annual report of Customer A Holdco, the principal activities of its subsidiaries include (i) operation of hospitals and provision of healthcare services in Asia, Central and Eastern Europe, Middle East and North Africa; (ii) provision of medical and health sciences education services in Malaysia; and (iii) real estate investment in Singapore, Malaysia and Japan. Based on the latest annual report of Customer A Holdco, its revenue generated from the operation of hospitals and provision of healthcare services in Asia amounted to approximately HK\$9.4 billion and HK\$11.2 billion for the years ended 31 December 2015 and 2016, respectively.

Siemens Group consists of two wholly-owned subsidiaries of a company (the “**Siemens Group Holdco**”) whose shares are listed on the Frankfurt Stock Exchange with a market capitalisation of approximately HK\$874.2 billion as at the Latest Practicable Date. According to the latest annual report of Siemens Group Holdco, the principal activities of its subsidiaries include provision of (i) healthcare services; (ii) power, gas and renewables; (iii) energy management services; (iv) building products and services; (v) passenger and freight transportation services; (vi) product portfolio and system solutions used in manufacturing industries; (vii) products and services for measuring and controlling mass flows; and (viii) financial services. Based on the latest annual report of Siemens Group Holdco, its revenue generated from the provision of healthcare services amounted to approximately HK\$119.8 billion, HK\$125.4 billion and HK\$132.7 billion for the years ended 30 September 2015, 2016 and 2017, respectively.

Customer C is a subsidiary of a company (the “**Customer C Holdco**”) whose shares are listed on the New York Stock Exchange, London Stock Exchange, Euronext Paris, the SIX Swiss Exchange and the Frankfurt Stock Exchange with a market capitalisation ranging from HK\$963.9 billion to HK\$998.1 billion as at the Latest Practicable Date. According to the latest annual report of Customer C Holdco, the principal activities of its subsidiaries include the provision of (i) healthcare services; (ii) aviation design and production of aircraft components; (iii) oil, gas, power and renewable energy; (iv) transportation services; (v) energy connections and lighting services; and (vi) financial services. Based on the latest annual report of Customer C Holdco, its revenue generated from the provision of healthcare services amounted to approximately HK\$137.2 billion, HK\$142.3 billion and HK\$149.9 billion for the years ended 31 December 2015, 2016 and 2017, respectively.

---

## BUSINESS

---

Customer D is a subsidiary of a company (the “**Customer D Holdco**”) whose shares are listed on the New York Stock Exchange and Euronext Amsterdam with a market capitalisation ranging from HK\$296.8 billion to HK\$297.4 billion as at the Latest Practicable Date. According to the latest annual report of Customer D Holdco, the principal activities of its subsidiaries include the provision of (i) personal health services; (ii) diagnosis and treatment solutions; (iii) healthcare informatics solutions and services; and (iv) lighting services. Based on the latest annual report of Customer D Holdco, its revenue generated from the provision of healthcare related services amounted to approximately HK\$156.3 billion, HK\$162.4 billion and HK\$171.1 billion for the years ended 31 December 2015, 2016 and 2017, respectively.

Farrer Park Hospital Pte. Ltd. is a private company incorporated in 2011 in Singapore, the principal activities of which include the operation of hospitals. According to the public information available at the Singapore Accounting and Corporate Regulatory Authority, its total paid up issued capital is approximately S\$72 million. Farrer Park Hospital Pte. Ltd. is not a listed company and therefore its operational and financial information is not publicly available.

Canon Medical Systems Asia Pte. Ltd. (previously known as Toshiba Medical Systems Asia Pte. Ltd.) is a subsidiary of a company (the “**Canon Medical Holdco**”) whose shares are listed on the Tokyo Stock Exchange, Nagoya Stock Exchange, Fukuoka Stock Exchange, Sapporo Stock Exchange and New York Stock Exchange with a market capitalisation ranging from HK\$383.2 billion to HK\$395.9 billion as at the Latest Practicable Date. According to the latest annual report of Canon Medical Holdco, the principal activities of its subsidiaries include sales of (i) industry and other products which include medical equipment; (ii) imaging system products; and (iii) office products. Based on the latest annual report of Canon Medical Holdco, its revenue generated from the sales of industry and other products amounted to approximately HK\$37.3 billion and HK\$41.6 billion for the years ended 31 December 2015 and 2016, respectively.

QST Technologies Pte. Ltd. is a private company incorporated in 2005 in Singapore, the principal activities of which include sales of healthcare products and provision of healthcare solutions. According to the public information available at the Singapore Accounting and Corporate Regulatory Authority, its total paid up issued capital is approximately S\$0.1 million. QST Technologies Pte. Ltd. is not a listed company and therefore its operational and financial information is not publicly available.

---

## BUSINESS

---

Penta-Ocean Construction Company Limited is a Japanese company whose shares are listed on the Tokyo Stock Exchange and Nagoya Stock Exchange with a market capitalisation ranging from HK\$15.8 billion to HK\$16.0 billion as at the Latest Practicable Date. According to the latest annual report of Penta-Ocean Construction Company Limited, its principal activities include (i) provision of civil engineering services; (ii) provision of building construction services; and (iii) real estate development. Based on the latest annual report of Penta-Ocean Construction Company Limited, its revenue amounted to approximately HK\$29.8 billion, HK\$34.4 billion and HK\$37.1 billion for the years ended 31 March 2015, 2016 and 2017, respectively.

Customer I is a subsidiary of a company (the “**Customer I Holdco**”) whose shares are listed on the New York Stock Exchange with a market capitalisation of approximately HK\$1.1 billion as at the Latest Practicable Date. According to the latest annual report of Customer I Holdco, the principal activities of its subsidiaries include (i) leasing of radiotherapy and diagnostic imaging equipment; (ii) provision of management services to hospitals; and (iii) hospital operations in the PRC and Singapore. Based on the latest annual report of Customer I Holdco, its revenue amounted to approximately HK\$733.9 million and HK\$541.7 million for the years ended 31 December 2015 and 2016, respectively.

### **Customer concentration**

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the percentage of our total revenue attributable to our top five customers combined amounted to approximately 83.6%, 82.0%, 68.2% and 85.3% respectively. The percentage of our total revenue attributable to our top customer amounted to approximately 23.3%, 30.3%, 24.2% and 22.5% respectively for the same periods. Our Directors consider that our Group’s business model is sustainable despite such customer concentration due to the following factors:

- According to the Ipsos Report, the medical equipment industry in Singapore is dominated by a limited number of multinational medical equipment vendors which include, among others, Siemens Group, Customer C, Customer D and Canon Medical Systems Asia Pte. Ltd. (collectively, the “**Major Medical Equipment Vendors**”). Given the landscape of the medical equipment industry, it is common for a contractor specialising in the medical and healthcare sector to rely on such medical equipment vendors and such customer concentration is not uncommon in the industry.
- We have developed long-term business relationship with the Major Medical Equipment Vendors ranging from eight to 11 years. We believe that our experience in undertaking turnkey solutions projects for these customers has given us competitive advantages in the industry. Our established relationships with these customers can be regarded as a credit of our quality services.

---

## BUSINESS

---

- Our ability to undertake turnkey solutions projects is also beneficial to the Major Medical Equipment Vendors as it enables them to focus on their core business activities (i.e. supply and installation of medical equipment) and save up management attention and resources that would otherwise be required for developing know-how and expertise in handling the aforesaid design and building works including radiation shielding works. Further, our proven track record as a contractor specialised in the medical and healthcare industry could also provide assurance to our customers in ensuring that their projects are executed on time and in accordance with their requirements. As such, we consider that we have developed a mutual and complementary relationship with the Major Medical Equipment Vendors.
- All of our top five customers during the Track Record Period (except Farrer Park Hospital Pte. Ltd., QST Technologies Pte. Ltd. and Customer J (being a public hospital in Singapore)) are either listed company or subsidiaries of listed companies in various stock markets. Our Directors consider that group members of listed companies generally have better performance in terms of credit ratings and financial resources, as compared to privately-owned entities.
- The Major Medical Equipment Vendors are the key players in the medical equipment industry in Singapore. Our engagements with these medical equipment vendors have facilitated us in enhancing our services quality as well as keeping ourselves abreast of the evolving market needs and the latest industry trend.
- We undertake jobs of considerably different scales. If we undertake a project with large contract sum, it may contribute a substantial amount to our revenue in a particular period, resulting in the relevant customer becoming one of our top customers in terms of revenue contribution to us.
- Even if any of our major customers substantially reduce the number of contracts with us or terminate the business relationship with us, our Directors consider that we would have extra capacity to handle other potential projects from other existing or new customers in view of the expected growth in the medical-related construction industry in Singapore and our competitive strengths as detailed in the paragraph headed “Competitive strengths” above in this section. According to the Ipsos Report, the total output value of the construction of medical-related facilities in Singapore is forecasted to increase from approximately S\$2.3 billion in 2017 to approximately S\$3.1 billion in 2021, representing a CAGR of approximately 7.8%.



---

## BUSINESS

---

- We have made consistent effort in expanding and diversifying our customer base. The number of customers for our integrated design and building services which generated revenue to us increased from 46 in FY2014/15 to 51 in FY2015/16 and further increased to 63 in FY2016/17. Further, the percentage of revenue derived from our top five customers have decreased considerably from 83.6% in FY2014/15 to 82.0% in FY2015/16, and further decreased to 68.2% in FY2016/17.

### **Top customers who were also our suppliers**

Customer A, Siemens Group, Customer C, Farrer Park Hospital Pte. Ltd., Canon Medical Systems Asia Pte. Ltd. and Penta-Ocean Construction Company Limited were our top customers during the Track Record Period. We occasionally made insignificant purchases of certain building and radiation shielding raw materials from these customers or their associated companies for use in our respective projects with them. Our purchase from these customers, in aggregate, amounted to approximately S\$74,000, S\$58,000, S\$13,000 and nil for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, respectively.

### **PRICING STRATEGY**

Our pricing is generally determined based on certain mark-up over our estimated costs. We estimate our costs to be incurred in a project to determine our fee quotation or tender price and there is no assurance that the actual amount of costs would not exceed our estimation during the performance of our projects. Please refer to the paragraph headed “Risk factors – Any significant cost overruns may materially and adversely affect our business operation and financial performance” in this prospectus for further details of the associated risks in this regard. Nevertheless, during the Track Record Period and up to the Latest Practicable Date, we did not encounter any material project delay or cost overrun, nor did we experience any loss-making projects as a result of material inaccurate estimation or cost overruns.

In order to minimise the risk of inaccurate estimate and cost overrun, the pricing of our services are overseen by our executive Directors, whose background and experience are disclosed in the section headed “Directors and senior management” in this prospectus, based on our pricing strategy described in the following paragraphs.

Pricing of our services is determined on a case-by-case basis having regard to various factors, which generally include (i) the scope of services; (ii) the estimated number and types of workers required; (iii) the price trend of the types of materials required; (iv) the complexity of the project; (v) the estimated number and types of machinery and equipment required; (vi) the availability of our manpower and resources; (vii) the completion time requested by customers; (viii) any subcontracting which is expected to be necessary; and (ix) the prevailing market conditions.

---

## BUSINESS

---

We then prepare our tender or quotation based on a certain percentage of mark-up over our estimated cost. The percentage of mark-up may vary substantially from project to project due to factors such as (i) the size of the project; (ii) the prospect of obtaining future contracts from the customer; (iii) any possible positive effect of our Group's image in the medical-related construction industry; (iv) the amount of the portion of work undertaken by any subcontractor; (v) the likelihood of any material deviation of the actual cost from our estimation having regard to the price trend of key cost components; and (vi) the general market condition.

### SALES AND MARKETING

#### **Our marketing strategies**

During the Track Record Period, we secured new businesses mainly through direct invitations for tender or quotation by customers. Our Directors consider that due to our proven track record and our relationship with existing customers, we are able to leverage our existing customer base and our reputation in the medical-related construction industry in Singapore such that we do not rely heavily on marketing activities other than liaising with existing and potential customers from time to time for relationship building and management.

#### **Proposed collaboration with Asian American Radiation Oncology Pte Ltd**

In August 2015, Hwa Koon and Asia American Radiation Oncology Pte Ltd (“AARO”), a wholly-owned subsidiary of Asian American Medical Group Limited (“AAMG”) which is listed on the Australian Securities Exchange, entered into a memorandum of understanding (the “MOU”). The principal business of AAMG includes offering radiation oncology clinical, consultancy and management services. Mr. Ang is a substantial shareholder (holding approximately 15.5% interest of the total issued share capital) of AAMG as at the Latest Practicable Date. Pursuant to the MOU, both parties agree to explore collaborations relating to setting up radiotherapy centre and/or undertaking medical-related projects. In particular, Hwa Koon will provide technical advice on the building specifications for medical centres set up by AARO. Hwa Koon will also allow its name to be used in marketing materials developed by AARO and AAMG. The MOU does not create any obligations on the part of Hwa Koon, nor is Hwa Koon committed to any investment or capital contribution in any potential project. No transaction has taken place between our Group and AAMG during the Track Record Period and up to the Latest Practicable Date.

Our Directors believe that such collaboration with AARO is beneficial to our Group as it (i) assists us in promoting our reputation as an established contractor in the medical-related construction industry in Singapore; and (ii) reflects the confidence in our Group's expertise in providing integrated design and building services for medical service providers.

---

## BUSINESS

---

### SUPPLIERS

#### Characteristics of our suppliers

Suppliers of goods and services which are specific to our business and are required on a regular basis to enable us to continue to carry on our business mainly include (i) our subcontractors; (ii) suppliers of building and radiation shielding materials; and (iii) suppliers of other miscellaneous services such as services provided by third party professionals (such as surveying services and testing services), transportation service and rental of lifting machinery and equipment. Our purchase amount from our suppliers was mainly denominated in Singapore dollars and, to lesser extent, US dollars or Malaysia Ringgit. Our suppliers usually grant us a credit term of 14 to 90 days or require payment upon delivery.

The following table sets forth a breakdown of our purchases of goods and services during the Track Record Period by type of suppliers:

	FY2014/15		FY2015/16		FY2016/17		Three months ended 30 September 2017	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Subcontracting services	3,365	53.4	2,624	57.6	3,222	49.7	1,244	69.5
Building and radiation shielding materials	2,574	40.9	1,309	28.8	2,506	38.7	401	22.4
Miscellaneous services <sup>(Note)</sup>	360	5.7	621	13.6	748	11.6	144	8.1
Total	<u>6,299</u>	<u>100.0</u>	<u>4,554</u>	<u>100.0</u>	<u>6,476</u>	<u>100.0</u>	<u>1,789</u>	<u>100.0</u>

*Note:* These miscellaneous services mainly included services provided by third party professionals (such as surveying services and testing services), transportation service and rental of lifting machinery and equipment.

Please refer to the paragraph headed “Financial information – Key factors affecting our results of operations and financial condition” in this prospectus for a discussion of the fluctuation in our purchases from our suppliers during the Track Record Period as shown in the above table as well as the relevant sensitivity analyses in this connection.

During the Track Record Period, we did not experience any material shortage or delay in the supply of goods and services that we required. Our Directors consider that we are generally able to pass on any substantial increase in purchase costs to our customers as we generally take into account our overall cost of providing our services to customers when determining our pricing.

---

## BUSINESS

---

### **Principal terms of engagement**

#### ***Subcontractors***

Depending on our available labour resources and the types of specialised works involved, we may engage other subcontractors to perform certain building works such as (i) M&E works relating to ACMV systems, chiller systems, and plumbing and sanitary systems; and (ii) fitting-out works involving carpentry works and other finishing works relating to ceilings, floors and walls.

We have not entered into any long-term agreement or committed to any minimum purchase amount with our subcontractors. Our subcontractors generally charge us for a fixed price based on a schedule of rates.

#### ***Suppliers of building and radiation shielding materials***

We generally place orders for building and radiation shielding materials such as lead and other shielding materials, gypsum boards, steel and other electrical components from our suppliers on an as-needed basis, taking into account the estimated amount of building materials required for the project. Our purchase orders generally specify the volume, size, delivery date, product specification and types of materials we required.

We have not entered into any long-term agreement or committed to any minimum purchase amount with our suppliers of building materials. In general, our building materials suppliers charge us based on the total quantity of our purchase.

#### ***Suppliers of miscellaneous services***

In undertaking our turnkey solutions projects, we have from time to time engaged third party professionals to provide surveying services and testing services. In addition, we mainly rely on our suppliers to carry out transportation of dismantled medical equipment. We also leased lifting machinery and equipment from our suppliers. Our purchase orders generally specify the scope of services, the total purchase price and delivery date. We have not entered into any long-term agreement or committed to any minimum purchase amount with our suppliers of miscellaneous services.

## BUSINESS

### Top suppliers

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the percentage of our total purchases from our top supplier amounted to approximately 19.9%, 7.7%, 14.4% and 12.6% respectively, while the percentage of our total purchases from our top five suppliers combined amounted to approximately 39.9%, 28.0%, 40.4% and 47.2% respectively.

The following tables set out information of our top five suppliers for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017:

#### ***FY2014/15***

Rank	Supplier	Principal business activities	Types of goods or services purchased by us from the suppliers	Year of commencement of business relationship	Typical credit terms and payment method	Purchase by us from the suppliers	
						S\$'000	%
1	Supplier A	A private company in the United States, the principal activities of which mainly include, among others, sales of radiation shielding materials	Supply of radiation shielding materials	Since 2014	Payment upon delivery; by bank transfer	1,253	19.9
2	Supplier B	A sole proprietor in Singapore, the principal activities of which mainly include acting as renovation contractor	Subcontracting of carpentry works	Since 2012	Payment upon delivery; by cheque	423	6.7
3	Supplier C	A private company in Singapore, the principal activities of which mainly include acting as building contractor for ACMV works	Subcontracting of ACMV works	Since 2009	30 days; by cheque	363	5.8
4	Supplier D	A private company in Singapore, the principal activities of which mainly include acting as building contractor for ACMV works	Subcontracting of ACMV works	Since 2006	Payment upon delivery; by cheque	245	3.9
5	Supplier E	A private company in Singapore, the principal activities of which mainly include acting as renovation contractor and manufacturing of furniture and fixtures	Subcontracting of carpentry works	Since 2010	Payment upon delivery; by cheque	225	3.6
Top five suppliers combined						2,509	39.9
All other suppliers						<u>3,790</u>	<u>60.1</u>
Total purchases						<u><u>6,299</u></u>	<u><u>100.0</u></u>

*Note:* Mr. Ong was formerly a director and a shareholder (holding 33.33% of the total issued share capital) of Supplier C. In March 2017, Mr. Ong resigned from his directorship and sold all his shareholdings in Supplier C to an independent third party.

## BUSINESS

### *FY2015/16*

Rank	Supplier	Principal business activities	Types of goods or services purchased by us from the suppliers	Year of commencement of business relationship	Typical credit terms and payment method	Purchase by us from the suppliers	
						S\$'000	%
1	Supplier B	A sole proprietor in Singapore, the principal activities of which mainly include acting as renovation contractor	Subcontracting of carpentry works	Since 2012	Payment upon delivery; by cheque	351	7.7
2	Supplier F	A partnership in Singapore, the principal activities of which mainly include sales of metal and radiation shielding materials	Supply of radiation shielding materials	Since 2006	90 days; by cheque	295	6.5
3	Supplier C <sup>(Note)</sup>	A private company in Singapore, the principal activities of which mainly include acting as building contractor for ACMV works	Subcontracting of ACMV works	Since 2009	30 days; by cheque	223	4.9
4	Supplier G	A sole proprietor in Singapore, the principal activities of which mainly include provision of transportation services for machinery	Transportation service	Since 2009	30 days; by cheque	204	4.5
5	Supplier H	A private company in Singapore, the principal activities of which mainly include acting as general contractor for building construction and sales of construction materials and related products	Subcontracting of fitting-out works	Since 2010	30 days; by cheque	199	4.4
					Top five suppliers combined	1,272	28.0
					All other suppliers	<u>3,282</u>	<u>72.0</u>
					Total purchases	<u><u>4,554</u></u>	<u><u>100.0</u></u>

*Note:* Mr. Ong was formerly a director and a shareholder (holding 33.33% of the total issued share capital) of Supplier C. In March 2017, Mr. Ong resigned from his directorship and sold all his shareholdings in Supplier C to an independent third party.

## BUSINESS

### *FY2016/17*

Rank	Supplier	Principal business activities	Types of goods or services purchased by us from the suppliers	Year of commencement of business relationship	Typical credit terms and payment method	Purchase by us from the suppliers	
						S\$'000	%
1	Supplier F	A partnership in Singapore, the principal activities of which mainly include sales of metal and radiation shielding materials	Supply of radiation shielding materials	Since 2006	90 days; by cheque	931	14.4
2	Supplier C <i>(Note)</i>	A private company in Singapore, the principal activities of which mainly include acting as building contractor for ACMV works	Subcontracting of ACMV works	Since 2009	30 days; by cheque	743	11.5
3	Supplier I	A private company in Singapore, the principal activities of which include, among others, acting as building contractor for M&E works	Subcontracting of sanitary system related works	Since 2017	Payment upon delivery by cheque	451	7.0
4	Supplier B	A sole proprietor in Singapore, the principal activities of which mainly include acting as renovation contractor	Subcontracting of carpentry works	Since 2012	Payment upon delivery; by cheque	296	4.6
5	Supplier J	A private company in Singapore, the principal activities of which mainly include manufacture of metal materials	Supply of building materials	Since 2009	30 days; by cheque	185	2.9
					Top five suppliers combined	2,606	40.4
					All other suppliers	<u>3,870</u>	<u>59.6</u>
					Total purchases	<u><u>6,476</u></u>	<u><u>100.0</u></u>

*Note:* Mr. Ong was formerly a director and a shareholder (holding 33.33% of the total issued share capital) of Supplier C. In March 2017, Mr. Ong resigned from his directorship and sold all his shareholdings in Supplier C to an independent third party.

---

## BUSINESS

---

### *Three months ended 30 September 2017*

Rank	Supplier	Principal business activities	Types of goods or services purchased by us from the suppliers	Year of commencement of business relationship	Typical credit terms and payment method	Purchase by us from the suppliers	
						SS'000	%
1	Supplier F	A partnership in Singapore, the principal activities of which mainly include sales of metal and radiation shielding materials	Supply of radiation shielding materials	Since 2006	90 days; by cheque	225	12.6
2	Supplier I	A private company in Singapore, the principal activities of which include, among others, acting as building contractor for M&E works	Subcontracting of sanitary system related works	Since 2017	Payment upon delivery; by cheque	188	10.5
3	Supplier K	A private company in Singapore, the principal activities of which mainly include acting as building contractor for ACMV works	Subcontracting of ACMV works	Since 2012	30 days; by cheque	184	10.3
4	Supplier L	A private company in Singapore, the principal activities of which mainly include acting as building contractor for ACMV works	Subcontracting of ACMV works	Since 2014	30 days; by cheque	136	7.6
5	Supplier M	A private company in Singapore, the principal activities of which include, acting as building contractor for M&E works	Subcontracting of M&E related works	Since 2017	30 days; by cheque	111	6.2
					Top five suppliers combined	844	47.2
					All other suppliers	<u>945</u>	<u>52.8</u>
					Total purchases	<u><u>1,789</u></u>	<u><u>100.0</u></u>

Save as disclosed above, none of our Directors, their close associates or any Shareholders who owned more than 5% of the number of issued shares of our Company as at the Latest Practicable Date had any interest in any of the top five suppliers of our Group during the Track Record Period.



---

## BUSINESS

---

### **Top supplier who was also our customer**

Supplier C is a building contractor for ACMV works in Singapore. Mr. Ong was formerly a director and a shareholder (holding 33.33% of the total issued share capital) of Supplier C. In March 2017, Mr. Ong resigned from his directorship and sold all his shareholdings in Supplier C to an independent third party. Supplier C was one of our major suppliers during the Track Record Period which provided subcontracting services to us. During the Track Record Period, we subcontracted certain ACMV works to Supplier C, resulting in subcontracting charges of approximately S\$0.4 million, S\$0.2 million, S\$0.7 million and S\$0.1 million for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, representing approximately 5.8%, 4.9%, 11.5% and 5.4% of our total purchases, respectively. Mr. Ong became a shareholder and director of Hwa Koon in July 2015 and hence our Group's transactions with Supplier C were regarded as related party transactions only since July 2015 (i.e. FY2015/16 and FY2016/17). For further details, please refer to the section headed "Financial information – Related party transactions" in this prospectus.

During the Track Record Period, Supplier C was also one of our customers who engaged us for certain fitting-out works for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017 which contributed nil, S\$8,900, S\$9,350 and nil of revenue to our Group, respectively.

Our Directors believe that Supplier C engaged us to perform fitting-out works due to the limitation in their labour resources as they focus on carrying out works related to ACMV system. On the other hand, we engaged Supplier C to perform ACMV works during the Track Record Period as this is consistent with our usual subcontracting practice as discussed in the paragraphs headed "Reasons for subcontracting arrangement" and "Basis of selecting suppliers" below. Following Mr. Ong's resignation from his directorship in Supplier C, Supplier C has continued to provide subcontracting services to our Group and we have continued to perform fitting-out works for Supplier C. In addition, there has been no material change in the terms of engagements between our Group and Supplier C (being either our customer or supplier). In view of the aforesaid, our Directors consider that Mr. Ong's resignation from his directorship in Supplier C does not have adverse impact on our business relationship with Supplier C.

---

## BUSINESS

---

### **Reasons for subcontracting arrangement**

Our Directors confirm that subcontracting of works is a usual practice in the Singapore construction industry. As our integrated design and building services involve certain kinds of specialised works (such as works related to ACMV systems, chiller systems, and plumbing and sanitary systems), it may not be cost effective for us to directly undertake each of the works involved. In addition, subcontractors can provide additional labours with different skills without the need for us to keep them under our employment. As such, we may subcontract some of our works to other subcontractors, depending on the availability of our labour resources and the types of specialised works involved.

In such subcontracting arrangements, we generally require our subcontractors to bear the cost of the relevant labours, building materials, machinery and equipment for the relevant parts of the works, while we will take a supervisory role to regularly monitor the works performed by the subcontractors.

### **Basis of selecting suppliers**

#### ***Selection of subcontractors***

We evaluate subcontractors taking into account their quality of services, qualifications, skills and technique, prevailing market price, delivery time, availability of resources in accommodating our requests and reputation. Based on these factors, we maintain an internal list of approved subcontractors and such list is updated on a continuous basis. As at the Latest Practicable Date, there were more than 175 approved subcontractors on our internal list. When subcontractors are needed for a particular project, we typically obtain quotations from different suitable subcontractors for comparison and select our subcontractors based on their experience relevant to the particular project as well as their availability and fee quotations.

#### ***Selection of materials suppliers***

We generally obtain quotations from different suitable suppliers for comparison. In selecting our suppliers of materials, we take into account various factors, including pricing, quality of material or equipment provided, timeliness of delivery and ability to comply with our requirements and specifications. We maintain a list of approved suppliers who we have procured from in the past, and will review and update such list from time to time. We occasionally made insignificant purchases of certain building and radiation shielding materials from our major customers or their associated companies for use in our respective projects with them. For further details, please refer to the paragraph headed “Customers – Top customers who were also our suppliers” above in this section.

---

## BUSINESS

---

### **Control over subcontractors**

We remain accountable to our customers for the performance and quality of work rendered by our subcontractors. In general, works performed by our subcontractors are inspected and monitored by our project management team based on our quality management system, environmental management and occupational health and safety management system which are in conformity with the requirements of ISO 9001, ISO 14001 and OHSAS 18001 standards respectively.

We have implemented the following measures to monitor the quality and progress of works outsourced to our subcontractors so as to ensure the compliance with our contract specifications:

- (i) all of our subcontractors are classified into different categories depending on their expertise to ensure that they are capable of undertaking works of corresponding quality and risk environments;
- (ii) our project management team conducts regular meetings with subcontractors' responsible personnel at the work sites to review their performance and resolve any issues encountered in the course of their works; and
- (iii) our subcontractors are required to follow our guidelines and instructions on workplace safety. Our project management team will inspect the site conditions and closely monitor the on-site safety performance of our subcontractors.

### **QUALITY CONTROL**

Our Directors consider that our commitment to quality services is crucial to our reputation and continued success. We place strong emphasis on service quality by implementing a comprehensive quality control system. Hwa Koon obtained certification in 2008 certifying its quality management to be in conformance with the requirements of ISO 9001:2008 standard. We have adopted the following quality control measures to ensure our service quality:

### **Feedbacks from customers**

Our senior management team regularly communicates with our customers and conducts site visits to collect feedbacks from our customers. We would follow up and respond to their feedbacks in a timely manner with a view to maintain our service standard. Throughout the project implementation, we may from time to time be invited to attend inspection sessions and progress meetings held by our customers and/or the project employers.

---

## BUSINESS

---

### **Procurement of materials**

Our Group maintains an approved list of suppliers which is updated on a regular basis. We typically arrange sample inspection on the materials upon their arrival. Please refer to the paragraph headed “Suppliers – Selection of materials suppliers” for our procurement policies of building and radiation shielding materials. Our suppliers are responsible for replacing any materials which do not meet the relevant specifications or standards, and bearing any associated costs incurred.

### **Works performed by subcontractors**

Our Group maintains an approved list of subcontractors which we selected based on their quality of services, qualifications, skills and technique, prevailing market price, delivery time, availability of resources in accommodating our requests and reputation. Please also refer to the paragraph headed “Suppliers – Control over subcontractors” above in this section for further details in this regard.

### **INVENTORY**

In general, building and radiation shielding materials are procured by us on a project-by-project basis in accordance with the project specifications. Therefore, we do not maintain any inventory during the Track Record Period.

### **INSURANCE**

During the Track Record Period, we have taken out the insurance policies as set out in the following paragraphs. Our Directors consider that our insurance coverage is adequate and consistent with the industry norm having regard to our current operations and the prevailing industry practice.

#### **Work injury compensation insurance**

Pursuant to section 23 of the Work Injury Compensation Act (“WICA”), every employer is required to insure and maintain insurance under one or more approved policies with an insurer against all liabilities which he may incur under the provisions of the WICA in respect of all employees employed by him, unless specifically exempted.

We maintain work injury compensation policies for all our manual workers and non-manual workers earning less than S\$1,600 per month, as stipulated by the MOM, in the form of specific work injury compensation policies obtained in respect of the various projects which our manual workers are being deployed to, as well as a general work injury compensation policy, renewed annually, for our other workers who are not covered under the aforesaid specific policies.

---

## BUSINESS

---

### **Insurance for security bonds**

For each non-Malaysian foreign employee whom we were successfully granted with a work permit, a security bond of S\$5,000 in the form of a banker's guarantee or insurance guarantee is required to be furnished to the Controller of Work Passes under the Employment of Foreign Manpower Act. For further details, please refer to the paragraph headed "Regulatory overview – Employment matters" in this prospectus.

Under the aforesaid requirement under the Employment of Foreign Manpower Act, we have taken out insurance in guarantee of our obligations to furnish security bonds for our non-Malaysian foreign employees, pursuant to which insurance companies would issue guarantees to MOM in security for our payment obligations for the security bonds in respect of the relevant workers. The insurance companies typically charge us an insurance premium of S\$80.0 for each security bond of S\$5,000 to be furnished to the Controller of Work Passes.

### **Foreign worker medical insurance**

Since 1 January 2010, employers are required to purchase and maintain a minimum medical insurance coverage of S\$15,000 for inpatient care and day surgery for each of their employees who is a work permit holder during their stay in Singapore.

Our Group maintains a foreign worker medical policy in respect of any illness or injury suffered by our foreign employees with a coverage of up to S\$15,000 per worker.

### **Contractors' all risk insurance**

Pursuant to the contracts with our customers, our Group generally maintains contractors' all risks insurance policy to cover against loss or damage to materials and third party liability for accidental bodily injury in connection with the performance of the contract.

### **Other insurance coverage**

We have also taken out third party liability insurance on our motor vehicles.

### **Uninsured risks**

Certain risks disclosed in the "Risk factors" section of this prospectus, such as risks in relation to our ability to obtain new contracts, our ability to retain and attract personnel, credit risk and liquidity risk, are generally not covered by insurance because they are either uninsurable or it is not cost justifiable to insure against such risks. Please refer to the paragraph headed "Risk management and internal control systems" below in this section for further details regarding how our Group manages certain uninsured risks.

---

## BUSINESS

---

### EMPLOYEES

#### Number of employees

As at the Latest Practicable Date, we had a total of 44 employees (including our two executive Directors but excluding our non-executive Director and three independent non-executive Directors), of whom 19 were local employees and 25 were foreign employees. All our employees were stationed in Singapore. The following table sets out a breakdown of our employees by function:

	As at 30 June 2015	As at 30 June 2016	As at 30 June 2017	As at 30 September 2017	As at the Latest Practicable Date
General management	3	3	2	2	2
Administration and finance	2	2	2	4	5
Project management and supervision	12	14	14	15	14
Site workers	<u>15</u>	<u>18</u>	<u>22</u>	<u>22</u>	<u>23</u>
	<u>32</u>	<u>37</u>	<u>40</u>	<u>43</u>	<u>44</u>

#### Recruitment policies and foreign workers

We generally recruit our local employees from the open market. We intend to use our best effort to attract and retain appropriate and suitable personnel to serve our Group. Our Group assesses the available human resources on a continuous basis and determines whether additional personnel is required to cope with our business development from time to time.

Our foreign workers are sourced and recruited through recruiting agencies. During the Track Record Period, we employed foreign employees from India, Malaysia, Bangladesh and the PRC. The employment of foreign workers is subject to various rules and regulations in Singapore, including but not limited to (i) the dependency ceilings based on the ratio of local to foreign workers; (ii) the quotas based on man year entitlements in respect of workers from NTS and the PRC; and (iii) security bonds requirements for non-Malaysian foreign workers. For further details, please refer to the section headed “Regulatory Overview – Employment matters” in this prospectus.

Our administration and finance department is primarily responsible for ensuring our compliance with the applicable laws, rules and regulations in relation to employment of foreign workers.

---

## BUSINESS

---

Set out below are the measures adopted by our Group in complying with the various rules and regulations in connection with the employment of foreign workers:

***(i) Legality of the source of foreign workers***

Pursuant to the Employment of Foreign Manpower Act and Immigration Act, employers must obtain a valid work pass from the MOM for their foreign employees. Our administration and finance department works closely with our recruiting agencies to ensure that (i) our foreign workers have obtained in-principle approvals prior to their arrivals in Singapore; and (ii) the requisite security bonds have been furnished for such foreign workers. Prior to the commencement of employment with our foreign workers, our administration and finance department normally inspects and takes copies of the originals of the identification documents and work permits of such foreign workers.

To mitigate the risk of our subcontractors engaging illegal workers while undertaking our subcontracted works, our Group has adopted the following measures: (i) we conduct preliminary background check on new subcontractors prior to our engagement with them to ascertain whether they had been involved in any incidents of hiring illegal workers in the past; and (ii) where our project management staff suspects that illegal workers may have been engaged by our subcontractors, we will request such subcontractors to provide copies of the work passes for such workers before allowing them to continue with their works.

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we were not involved in any employment of illegal workers and no legal action has been taken against us in connection with any employment of illegal workers.

***(ii) Dependency ceilings***

Under the rules of the MOM, the dependency ceiling quota for companies in the construction industry is currently set at a ratio of one full-time local worker to seven foreign workers. Based on the latest information available from the MOM database as at the Latest Practicable Date, our operating subsidiary, Hwa Koon, has utilised 23 of the quota balance for foreign workers. Based on the ratio of one full-time local worker to seven foreign workers, the maximum number of foreign workers Hwa Koon can hire is 126, which means that we still have available quota to hire 103 additional foreign workers based on the dependency ceilings. Our Directors consider that our existing quota balance for foreign workers are sufficient to cater to the employment of our existing foreign workers and those who are planned to be recruited by us after the Listing.

---

## BUSINESS

---

To facilitate our compliance with the dependency ceiling quota requirement, our administration and finance department has maintained a list of our employees which sets out their personal information including nationality, position, qualification, skill levels (i.e. higher/basic-skilled workers, if applicable) and date of joining our Group, etc. The list of employees is reviewed on a regular basis to ensure it presents the latest information. Whenever there is any staff who enters into employment with or departs from our Group, our responsible staff will update our list of employees and assess its impact on our available quota balance for foreign workers. In addition, as a general practice, prior to hiring any additional foreign employee, our responsible staff will check the official records of the MOM's database to determine if it is in compliance with the relevant requirements of our dependency ceilings.

***(iii) Minimum percentage of higher-skilled workers***

Pursuant to the rules of the MOM, at least 10% of a construction company's work permit holders must be higher-skilled construction workers before the company can hire any new basic-skilled construction workers. As at the Latest Practicable Date, approximately 38.8% of the work permit holders hired by us are higher-skilled construction workers.

To ensure the number of our higher-skilled construction workers constitutes at least 10% of our overall work permit holders, our administration and finance department would review our list of employees at regular intervals to ascertain the proportion of our higher-skilled construction workers to our basic-skilled construction workers. In addition, as a general practice, prior to hiring any additional foreign employee, our responsible staff will ascertain the skill categories of such worker and check official records of the MOM's database to determine if it is in compliance with the relevant requirements of the MOM.

***(iv) Security bonds requirements***

For each non-Malaysian foreign employee for whom we were successfully granted with a work permit, a security bond of S\$5,000 in the form of a banker's guarantee or insurance guarantee is required to be furnished to the Controller of Work Passes under the Employment of Foreign Manpower Act. During the Track Record Period and up the Latest Practicable Date, our Group has complied with the aforesaid requirements by taking out insurance in guarantee of our obligations to furnish security bonds for our non-Malaysian foreign employees, pursuant to which insurance companies would issue guarantees to MOM in security for our payment obligations for the security bonds in respect of the relevant workers.



---

## BUSINESS

---

### **Staff costs and remuneration policy**

In general, our Group determines employees' salaries based on their qualifications, position and seniority. In order to attract and retain valuable employees, our Group reviews the performance of our employees annually which will be taken into account in annual salary review and promotion appraisal.

### **Employee training**

We provide on-the-job trainings for all employees to equip them with the skills and knowledge pertinent to each type of work. We also send our employees to attend external courses in relation to work safety, quality assurance and risk management conducted by organisations such as the BCA.

### **Employee relationship**

Our Directors believe that we have maintained a good relationship with our employees. We have not experienced any significant problems with our employees or any disruption to our operations due to labour disputes nor have we experienced any material difficulties in the recruitment and retention of experienced core staff or skilled personnel during the Track Record Period. There has not been any trade union set up for our employees.

### **Central Provident Fund**

Our Group has participated in the Central Provident Fund for all of our local employees in accordance with the Central Provident Fund Act under the laws of Singapore. Our Group has paid the relevant contributions to the Central Provident Fund in accordance with the relevant laws and regulations.

## **ENVIRONMENTAL COMPLIANCE**

Our Group's operations are subject to certain environmental requirements pursuant to the laws in Singapore, primarily in relation to disposal and treatment of industrial waste and public nuisances. For details of the regulatory requirements, please refer to the section headed "Regulatory overview – Environmental laws and regulations" in this prospectus.

### **Environmental management system**

We are committed to minimising any adverse impact on the environment resulting from our business activities. In order to comply with the applicable environmental protection laws, we have established an environmental management system in conformance with ISO 14001 international standard since 2015. Our environmental management system includes measures and work procedures governing environmental protection compliance that are required to be followed by our employees and our subcontractors.

---

## BUSINESS

---

### **Disposal of construction waste and dismantled medical equipment**

We usually engage third party waste handling companies, which possess general waste collector's licence, to dispose of construction wastes. We also engage third party licensed toxic industrial waste collector to dispose of building debris containing lead materials. In relation to dismantled medical equipment and accessories, if so requested by our customers, we would arrange to dispose of the used medical equipment and provide disposal certificate to our customer as evidence of disposal.

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, we incurred approximately S\$34,000, S\$20,000, S\$67,000 and S\$6,000 respectively, in relation to compliance with applicable environmental rules and regulations, which primarily consisted of construction waste disposal charges. We estimate that our annual cost of compliance going forward will be at a level similar to that during the Track Record Period and consistent with our business growth.

### **OCCUPATIONAL HEALTH AND WORK SAFETY**

#### **Our safety measures and management system**

We place emphasis on occupational health and work safety. Since 2008, we have established a safety management system which follows OHSAS 18001 standard in order to provide our employees with a safe and healthy working environment. Mr. Ong, our executive Director, is our workplace safety and health coordinator and is responsible for handling the health and safety matters of our Group and ensuring staff compliance with our safety measures.

Our Group has put in place an internal safety manual which is reviewed from time to time to incorporate the best practices and to address and improve specific areas of our safety management system. We require our employees and our subcontractors' employees to follow our workplace safety rules as set out in the safety manual. Our workplace safety rules identify common safety and health hazards and recommendations on prevention of workplace accidents. Pursuant to the workplace Safety and Health (Risk Management) Regulations, we have from time to time conducted risk assessment in relation to the safety and health risks at our work site.

Our Group provides suitable personal protective equipment such as safety helmet and safety boots to our employees based on the type of works undertaken by them. We also arrange relevant external trainings (such as scissor lift operator courses and supervisors safety courses) for our employees with reference to their expertise, work experience and work requirements.

---

## BUSINESS

---

### Workplace accident during the Track Record Period

We maintain an internal record of accidents. During the Track Record Period and up to the Latest Practicable Date, we recorded one workplace accident resulting in injury to our workers. The workplace accident involved a worker who suffered injury to his left hand in the course of works. The aforesaid workplace accident was reported to the MOM and subsequently settled in the amount of approximately S\$4,800, which was covered by our insurance.

Save as disclosed above, during the Track Record Period and up to the Latest Practicable Date, our Group did not experience any significant incidents or accidents in relation to workers' safety. Our Directors believe that the safety management system of our Group is adequate and effective, considering that (i) there was only one workplace accident recorded during the Track Record Period and up to the Latest Practicable Date, which was an isolated incident; and (ii) our safety management system is certified to be in accordance with the requirements of OHSAS 18001 standard.

To the best of our Directors' knowledge, information and belief, no official industry accident rate, industry fatality rate and lost times injuries frequency rate is available in respect of the medical-related construction work or radiation shielding works industry in Singapore.

### PROPERTIES

#### Owned property

The following table summarises information regarding our owned property as at the Latest Practicable Date:

Address	Gross floor area	Usage	Net book value as at 30 September 2017
10 Admiralty Street, #02-47, North Link Building, Singapore 757695	Approximately 482 sq.m.	Workshop and general office use	S\$490,027

---

## BUSINESS

---

### Leased properties

As at the Latest Practicable Date, we rented certain spaces at the following dormitory premises from third-party dormitory operators who are independent third parties for housing our foreign employees, details of which are as follows:

Address	Monthly rental and other service charges	Term
Cochrane Lodge 2, 49 Admiralty Road West 757444, Singapore	S\$3,600	One year, from June 2017 to June 2018
880C Sembawang Road 758475, Singapore	S\$3,200	Two years, from November 2016 to October 2018

As at 30 September 2017, our Group had no single property with a carrying amount of 15% or more of our Group's total assets. On this basis, our Group is not required by Rule 5.01A of the Listing Rules to include any valuation report in this prospectus. Pursuant to section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong), this prospectus is exempted from compliance with section 342(1)(b) of the Companies (WUMP) Ordinance in relation to paragraph 34(2) of the Third Schedule to the Companies (WUMP) Ordinance in respect of the requirements for a valuation report with respect to interests in land or buildings.

### RESEARCH AND DEVELOPMENT

During the Track Record Period and as at the Latest Practicable Date, we did not engage in any research and development activity.

### INTELLECTUAL PROPERTY

As at the Latest Practicable Date, our Group is the registered owner of a domain name and has applied for the registration of two trademarks in Singapore. For further information, please refer to the section headed "Statutory and general information – B. Further information about the business – 2. Intellectual property rights of our Group" in Appendix I to this prospectus.

As at the Latest Practicable Date, we were not aware of any material infringements (i) by us of any intellectual property rights owned by third parties, or (ii) by any third parties of any intellectual property rights owned by us. As at the Latest Practicable Date, we were also not aware of any pending or threatened claims against us or against any members of our Group in relation to any material infringement of intellectual property rights of third parties.

---

## BUSINESS

---

### LITIGATION AND CLAIMS

During the Track Record Period and up to the Latest Practicable Date, our Group has been involved in a number of claims and litigations, which were all concluded as at the Latest Practicable Date. As at the Latest Practicable Date, no member of our Group was engaged in any litigation, claim or arbitration of material importance and no litigation, claim or arbitration of material importance is known to our Directors to be pending or threatened against any member of our Group.

#### Concluded cases

During the Track Record Period and up to the Latest Practicable Date, our Group was involved in the following concluded claims and litigations:

- (i) one contractual claim commenced by us against our customer in relation to the recovery of payment overdue for the sum of S\$77,000;
- (ii) two negligence claims commenced by independent third parties in relation to two motor vehicle accidents which involved the alleged negligence of our workers whilst driving our motor vehicles, causing the accidents and resulting in death and/or injury to the independent third parties. In one of the motor vehicle accidents which was fatal, the negligence claim was commenced by the administrator of the deceased. It was alleged that, in April 2012, one of our then employees knocked into the deceased while driving a motor vehicle owned by Hwa Koon. In April 2015, the claim was settled by court order against such employee and Hwa Koon in the amount of approximately S\$25,000. The other negligence claim involving personal injury to a third party was in relation to a motor vehicle accident that took place in August 2011 and was settled in April 2015 at the amount of S\$38,000. Each of the two aforesaid claims was covered by our insurance policies; and
- (iii) one work injury claim filed by an injured worker against us in relation to a workplace accident, which was settled in the amount of approximately S\$4,800 and covered by our insurance policy. For further details on the accident that led to such work injury claim, please refer to the paragraph headed “Occupational health and management system – Workplace accident during the Track Record Period” above in this section.

### COMPLIANCE WITH LAWS AND REGULATIONS

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, our Group did not have any non-compliance that is material or systemic in nature.

---

## BUSINESS

---

### RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

Key risks relating to our business are set out in the section headed “Risk factors” in this prospectus. The following sets out the key measures adopted by our Group under our risk management and internal control system for managing the more particular operational and financial risks relating to our business operation:

**(i) Customer concentration risk**

Please refer to the paragraph headed “Customers – Customer concentration” above in this section.

**(ii) Risk of cost overruns**

We estimate our costs to be incurred in a project to determine our fee quotation or tender price and there is no assurance that the actual amount of costs we incur would not exceed our estimation during the course of project implementation. We therefore manage the risk of cost overruns by taking the following measures: (i) taking into consideration any possible inflation and cost increases during the term of the contract when submitting quotation or tender; (ii) obtaining quotations from different suitable suppliers and/or subcontractors for comparison when placing purchase orders; and (iii) pricing of our services are overseen by our executive Directors.

**(iii) Credit risk management**

We are subject to risks in relation to the collectability of our trade receivables, details of which are summarised in the section headed “Risk factors – We are subject to credit risk in relation to the collectability of our trade receivables from top customers”.

For the purpose of mitigating our exposure to credit risk, our accounting and finance staff are responsible for conducting individual credit evaluations on our customers on a regular basis. Prior to accepting work orders from new customers, our accounting and finance staff would check on the background of the potential customer in order to assess their credibility. Credit limits attributed to our customers are reviewed once a year, taking into account the payment history and years of business relationship with our customers and current economic environment.

Material overdue payments are closely monitored and evaluated on a case-by-case basis in order to deduce the appropriate follow-up actions having regard to our business relationship with the customer, its history of making payments, its financial position as well as the general economic environment. During the Track Record Period, our follow-up actions for recovering long overdue payment mainly included active communications and conducting follow up calls with the customers.

---

## BUSINESS

---

We generally grant our customers a credit term of 30 to 90 days from the invoice date. As at 30 June 2015, 2016, 2017 and the three months ended 30 September 2017, we recorded trade receivables (excluding retention receivables and unbilled revenue) of approximately S\$1.8 million, S\$2.3 million, S\$3.3 million and S\$4.2 million respectively, of which approximately S\$0.5 million, S\$0.2 million, S\$1.3 million and S\$2.2 million respectively have been past due but not impaired. For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, our trade receivables turnover days were approximately 53.9 days, 75.8 days, 68.6 days and 85.7 days respectively.

To ensure timely identification of doubtful or irrecoverable debts, our accounting and finance staff would report to our chief financial officer on the collection status and ageing analysis of outstanding payments on a regular basis. Trade receivables overdue for 90 days are identified as doubtful which will have to be reviewed by our chief financial officer and, if appropriate, provisions for impairment of trade receivables will be made accordingly.

### ***(iv) Liquidity risk management***

There are often time lags between making payment to our suppliers and receiving payment from our customers when undertaking contractual works, resulting in possible cash flow mismatch. Further, our customer may require us to take out performance guarantee, thereby locking up a portion of our capital for a prolong period of time.

In order to manage our liquidity position in view of the aforementioned working capital requirement and the possible cash flow mismatch associated with undertaking contractual works, we have adopted the following measures:

- our chief financial officer is responsible for the overall monitoring of our current and expected liquidity requirements on a monthly basis to ensure that we maintain sufficient financial resources to meet our liquidity requirements;
- as a general policy, we only procure building and radiation shielding materials on an as-needed basis according to the requirement and schedule of the project to prevent excessive purchases; and
- we closely monitor our working capital to ensure that our financial obligations can be fulfilled when due, by, among other things (i) ensuring healthy bank balances and cash for payment of our short-term working capital needs; (ii) performing monthly review of our trade receivables and aging analysis, and following up closely to ensure prompt receipt of amounts due from our customers; and (iii) performing monthly review of our trade payables and aging analysis to ensure that payments to our suppliers are made on a timely basis.

---

## BUSINESS

---

**(v) *Regulatory risk management***

We keep ourselves abreast of any changes in government policies, regulations, and licensing requirements in relation to our business operations, as well as relevant environmental, safety and recruitment of foreign labour requirements. We will ensure that all any changes of the above are closely monitored and communicated to our management and supervisory team members for proper implementation and compliance.

**(vi) *Occupational health and work safety***

Please refer to the paragraph headed “Occupational health and work safety” above in this section.

**(vii) *Risk relating to missing workers and forfeiture of security bonds***

For each non-Malaysian foreign employee from whom we were successfully granted with a work permit, a security bond of S\$5,000 in the form of a banker’s guarantee or insurance guarantee is required to be furnished to the Controller of Work Passes under the Employment of Foreign Manpower Act. The security bonds furnished by us may be forfeited if, among other things, our foreign employees go missing or violate any of the conditions of the work permits.

We work closely with recruiting agencies and have put in place a screening and recruitment process with a view to carefully reviewing and assessing the personal information and background of candidates before making any employment decision so as to minimise our risk in relation to missing workers and forfeiture of security bonds.

We generally arrange transportation for our foreign workers to and from their respective work sites with our own motor vehicles. This enables us to be closely informed about the whereabouts of our foreign employees. In addition, under our typical employment contracts, we forbid our foreign employees from working for anyone other than our Group without our consent, failing which their employments will be determined.

**(viii) *Quality control system***

Please refer to the paragraph headed “Quality control” above in this section.

**(ix) *Environmental management system***

Please refer to the paragraph headed “Environmental compliance” above in this section.



---

## BUSINESS

---

*(x) Corporate governance measures*

Our Company will comply with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. We have established three board committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee, with respective terms of reference in compliance with the Corporate Governance Code. For details, please refer to the section headed “Directors and senior management – Board committees” in this prospectus. In particular, one of the primary duties of our Audit Committee is to review the effectiveness of our Company’s internal audit activities, internal controls and risk management systems. Our Audit Committee consists of our non-executive Director and two of our independent non-executive Directors, whose backgrounds and profiles are set out in the section headed “Directors and senior management” in this prospectus. In addition, to avoid potential conflicts of interest, we will implement corporate governance measures as set out in the section headed “Relationship with Controlling Shareholders – Corporate governance measures to safeguard the interest of shareholders” in this prospectus. Our Directors will review our corporate governance measures and our compliance with the Corporate Governance Code each financial year and comply with the “comply or explain” principle in our corporate governance reports to be included in our annual reports after Listing.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

### GENERAL

The following table sets out certain information of our Directors and senior management:

Name	Age	Position	Date of joining our Group	Roles and responsibilities	Relationship with Directors and other senior management
<i>Directors</i>					
Mr. ANG Kong Meng (洪坤明)	66	Chairman of our Board and non-executive Director	February 2015	Providing advice on the strategic development, policy formulation, corporate governance, and appointment of key personnel of our Group	Husband of the aunt of Mr. Ong and brother of husband of Mr. Koh's aunt
Mr. KOH Lee Huat (許利發)	48	Executive Director and chief executive officer	January 1996	Day to day operations and overall project management, formulating corporate and business strategies and making major operation decisions of our Group	Nephew of wife of Mr. Ang's brother
Mr. RYAN ONG Wei Liang (王威量)	34	Executive Director	December 2011	Business development of our Group, and risk management of our Group's projects	Nephew of Mr. Ang's wife
Mr. SIU Man Ho Simon (蕭文豪)	44	Independent non-executive Director	March 2018	Providing independent judgement on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct	None
Mr. CHEUNG Kwok Yan Wilfred (張國仁)	38	Independent non-executive Director	March 2018	Providing independent judgement on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct	None
Prof. PONG Kam Keung (龐錦強)	56	Independent non-executive Director	March 2018	Providing independent judgement on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct	None
<i>Senior management</i>					
Ms. HO Poh Ling (何寶琳)	45	Senior project manager	June 2009	Responsible for project management and execution of our Group's projects	None
Ms. RAMIREZ Winnie Dainne Barit	35	Head of architectural design and medical planner	October 2010	Responsible for space and workflow planning of medical facilities, including medical equipment placement and architectural construction drawing and designing	None
Ms. LEE Shu Hsien	27	Chief financial officer	July 2017	Overseeing financial reporting, investor relations, tax and treasury matters	None

### Chairman and non-executive Director

**Mr. Ang Kong Meng (洪坤明)**, aged 66, is the chairman of our Board and a non-executive Director. He was appointed as a Director on 18 August 2017, and was re-designated as a non-executive Director and appointed as chairman of our Board on 17 September 2017. He is also a member of our Audit Committee with effect from the Listing Date. Mr. Ang has been a director and a shareholder of Hwa Koon since 16 February 2015.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Mr. Ang obtained a Bachelor of Accountancy from The University of Singapore in July 1976. Mr. Ang has over 40 years of experience in accounting. Mr. Ang had worked at an accounting firm in Singapore for three years before establishing his accounting and business advisory firm, Ang & Co, in December 1979. In March 1992, Mr. Ang became a partner of Lee Boon Song & Co, a local public accounting firm in Singapore. In January 2013, in anticipation of carrying on the business of the two accounting firms in the form of public accounting corporation, Mr. Ang and other partners established Ang & Co PAC and Lee Boon Song & Co PAC, and subsequently Ang & Co and Lee Boon Song & Co were both voluntarily removed from the register in December 2013. Mr. Ang has been a fellow of Institute of Certified Public Accountants of Singapore since July 2004, a fellow of the Association of Chartered Certified Accountants since March 2006, and an Accredited Tax Advisor of the Singapore Institute of Accredited Tax Professionals since September 2010.

Mr. Ang had been a non-executive director of Asian American Medical Group Limited, a company whose shares are listed on the Australian Securities Exchange Limited (stock code: AJJ), from February 2016 to February 2018. As at the Latest Practicable Date, Mr. Ang held approximately 15.5% interest of the total issued share capital of Asian American Medical Group Limited.

Pursuant to Rule 13.51(2)(1), the following sets out the companies which have been dissolved other than by members' voluntary winding up when Mr. Ang was a director or within 12 months after he ceased to be a director of such companies:

	Name of company	Place of incorporation (Company Registration Number)	Dissolved by	Principal business activity immediately prior to cessation of business
1.	Multibrand Distributors (S) Pte Ltd	Singapore (200106035M)	Struck off on 20 December 2002	Inactive
2.	Nutrifarm Health Products (S) Pte Ltd	Singapore (200400679G)	Struck off on 6 March 2013	Wholesale of health supplements. Retail sale of health supplements.
3.	Klaven Chemicals Pte Ltd	Singapore (200407369E)	Struck off on 8 December 2010	Wholesale of chemicals and chemical products.
4.	Casement Plastic Sdn Bhd	Malaysia (223525P)	Dissolved by Registrar	Sales of plastic goods.
5.	Garuna Bekal Sdn Bhd	Malaysia (104219K)	Dissolved by Registrar	Sawmillers and dealers in timber and lumber

Mr. Ang has confirmed that there is no fraudulent act or misfeasance on his part leading to the dissolution of such companies shown above and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of such companies. The above companies were solvent as at the date of dissolution.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Mr. Ang is the brother of the founder of our Group, Mr. Ang Hwa Koon, and is the husband of the sister of Mr. Ong's father. Mr. Ang Hwa Koon's wife is the sister of Mr. Koh's father.

### Executive Directors

**Mr. Koh Lee Huat** (許利發), aged 48, is the chief executive officer of our Company and an executive Director. He was appointed as a Director on 18 August 2017, and was re-designated as an executive Director on 17 September 2017. He is also a member of our Remuneration Committee with effect from the Listing Date. Mr. Koh has been a director and a shareholder of Hwa Koon since 25 January 2007. Mr. Koh is responsible for the day to day operations and overall project management, formulating corporate and business strategies and making major operation decisions of our Group.

Mr. Koh has over 21 years of experience in the construction industry specialising in radiation shielding works. Mr. Koh gained technical work experience by starting as a technical officer at the Singapore Institute of Standards and Industrial Research (SISIR) in January 1995, eventually leading a team of technicians on laboratory tools calibration and field testing. Mr. Koh joined our Group in January 1996 as a site supervisor and was promoted to project manager in January 2002.

Mr. Koh obtained a Diploma in Mechanical Engineering from Ngee Ann Polytechnic of Singapore in August 1992. In addition, Mr. Koh obtained certificates of completion of the following courses: Introduction to Radiation Safety, conducted by The National University of Singapore in March 1996; Risk Management Course, conducted by Absolute Kinetics Consultancy Pte Ltd in November 2006; Building Construction Supervisors Safety Course, conducted by The Singapore Contractors Association Ltd (SCAL) SCAL Academy in April 2008; and Work-at-Height Course for Supervisors, conducted by Greensafe International Pte Ltd in November 2013.

Mr. Koh is the nephew of Mr. Ang Hwa Koon by virtue of being the son of the brother of Mr. Ang Hwa Koon's wife. Mr. KM Ang is the brother of Mr. Ang Hwa Koon.

**Mr. Ryan Ong Wei Liang** (王威量), aged 34, is an executive Director. He was appointed as a Director on 18 August 2017, and was re-designated as an executive Director on 17 September 2017. He is also a member of our Nomination Committee with effect from the Listing Date. Mr. Ong joined Hwa Koon in December 2011 and has taken up a senior management position since February 2013, and has been a director of Hwa Koon since 16 July 2015. Mr. Ong is responsible for business development of our Group and risk management of our Group's projects.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Mr. Ong has over 5 years of experience in the construction industry specialising in radiation shielding works. Prior to joining Hwa Koon, Mr. Ong was a relationship manager in consumer banking at Standard Chartered Bank (Singapore) Limited from July 2009 to November 2011. He joined Hwa Koon in December 2011 as a business development manager and was promoted to senior business manager on 1 February 2013. Mr. Ong became a director and a shareholder of Hwa Koon on 16 July 2015.

Mr. Ong obtained a Bachelor of Business (Management) from Royal Melbourne Institute of Technology of Australia in conjunction with Singapore Institute of Management in August 2009. In addition, Mr. Ong received certificates for completing the following courses: Building Construction Supervisors Safety Course, conducted by Tat Hong Training Centre in December 2011; Risk Management Course, conducted by NTUC LearningHub Pte Ltd in January 2012; Workplace Safety and Health, conducted by Singapore Workforce Development Agency in November 2012; Basic Ionising Radiation Safety (General) Course, conducted by Singapore Environment Institute, National Environment Agency Singapore in March 2015; Best Practices for Green and Gracious Builder in May 2016 conducted by Building and Construction Authority of Singapore.

Mr. Ong is the son of the brother of Mr. Ang's wife.

### **Independent Non-executive Directors**

**Mr. Siu Man Ho Simon** (蕭文豪), aged 44, was appointed as an independent non-executive Director on 15 March 2018. He is also a member of our Audit Committee and the chairman of our Remuneration Committee with effect from the Listing Date. He is primarily responsible for providing independent judgment on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of our Group.

Mr. Siu is a practicing solicitor of the High Court of Hong Kong and a China Appointed Attesting Officer appointed by the Ministry of Justice of the PRC. Mr. Siu is currently a partner of the law firm, Sit, Fung, Kwong & Shum, Solicitors, which he first joined as a solicitor in January 2000 and has been continuously serving there since then. His areas of practice include corporate finance, capital markets, securities, mergers and acquisitions, joint ventures and general commercial matters.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Mr. Siu also actively participates in charitable and social services in Hong Kong. He is currently acting as a legal advisor for United Hearts Youth Foundation and a honorable legal advisor of the Hong Kong Taekwondo Association as well as the school manager of The Association of Directors & Former Directors of Pok Oi Hospital Leung Sing Tak College.

Mr. Siu has been an independent non-executive director of each of Wai Yuen Tong Medicine Holdings Limited (a company listed on the Main Board, stock code: 897), Brilliant Circle Holdings International Limited (a company listed on the Main Board, stock code: 1008), Weiye Holdings Limited (a company listed on the Main Board, stock code: 1570) and Shuang Yun Holdings Limited (a company listed on the Main Board, stock code: 1706) since August 2001, March 2009, March 2016, and October 2017, respectively. He was an independent non-executive director of Jiashili Group Limited (a company listed on the Main Board, stock code: 1285) from June 2015 until December 2015.

Mr. Siu obtained his Bachelor of Laws degree from the University of Hong Kong in November 1996.

**Mr. Cheung Kwok Yan Wilfred (張國仁)**, aged 38, was appointed as an independent non-executive Director on 15 March 2018. He is also the chairman of our Audit Committee and a member of our Nomination Committee with effect from the Listing Date. He is primarily responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of our Group.

Mr. Cheung graduated from the University of Buckingham in the United Kingdom with a Bachelor of Science (Economics) in February 2005. Mr. Cheung is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Directors, a member of the Institute of Chartered Accountants in England and Wales. Mr. Cheung joined Moores Rowland Mazars in September 2005 as associate and was later transferred to Mazars CPA Limited after its reorganisation in June 2007. Mr. Cheung left Mazars CPA Limited in October 2007 as an associate and joined Grant Thornton as senior accountant in its China practice division until December 2008. Mr. Cheung then worked for the Royal Bank of Canada Europe Limited as accounts preparer in its CEES UK Department from March 2009 to January 2010. Mr. Cheung was employed by Rainbow Brothers Limited from February 2010 to August 2010 as senior associate in corporate finance. Mr. Cheung later joined Mega International Food Limited as its financial controller in September 2010 and was appointed as general manager of its fellow subsidiary, Poly Shining Limited, and Mr. Cheung left the group in March 2013. In August 2013, Mr. Cheung joined The Gate Worldwide Limited, an international advertising and marketing agency, as a senior finance manager and was promoted to a finance director in July 2015.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Mr. Cheung had been an independent non-executive director of Chun Sing Engineering Holdings Limited (stock code: 2277) (currently known as Huarong Investment Stock Corporation Limited), the issued shares of which are listed on the Main Board of the Stock Exchange, from December 2014 to June 2016 and he was an independent non-executive director of LEAP Holdings Group Limited (stock code: 1499), the issued shares of which are listed on the Main Board of the Stock Exchange, from August 2015 to November 2017.

Mr. Cheung was previously a director of Dot Com International Limited (得金國際有限公司), which was incorporated in Hong Kong on 18 December 2000. An application for deregistration was filed on 28 July 2017 due to cessation of business. The said company was solvent as at the date of the application for deregistration and up to the Latest Practicable Date. Mr. Cheung did not commit any misconduct or misfeasance which led to the application for deregistration of Dot Com International Limited. The deregistration is still under processing by the Company Registry as of the Latest Practicable Date.

**Prof. Pong Kam Keung (龐錦強)**, aged 56, was appointed as an independent non-executive Director on 15 March 2018. He is also a member of our Remuneration Committee and the chairman of our Nomination Committee with effect from the Listing Date. He is primarily responsible for providing independent judgment to bear on issuers of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of our Group.

Prof. Pong is currently a non-executive director of Star Properties Group (Cayman Islands) Limited (stock code: 1560) from March 2016, a company listed on the Main Board of the Stock Exchange which engages in property development of industrial building for sale and rental in Hong Kong, an independent non-executive director of Shuang Yun Holdings Limited (stock code: 1706) from October 2017, a company listed on the Main Board of the Stock Exchange which engages in road works services and construction machinery rental services in Singapore. He was an executive director of Sundart Holdings Limited (stock code: 1568) from July 2015 to February 2018, a company listed on the Main Board of the Stock Exchange which engages in integrated fitting-out works in Hong Kong and Macau. Prof. Pong is also an adjunct professor in the Division of Environment of The Hong Kong University of Science and Technology from December 2013.

Prof. Pong was a member of the Disciplinary Tribunal of the Hong Kong Institute of Chartered Secretaries for 2015. Prof. Pong was the chief prosecution officer of the Environment Protection Department of the Government from July 2004 to July 2013. He served as advisor to the Hong Kong Architecture Centre from 2011 to 2013. He was also a member of the Appeal Tribunal Panel of the Planning and Lands Branch of the Development Bureau of the Government from February 2007 to November 2012 and a member of the Advisory Committee on Barrier Free Access of the Buildings Department which expired in July 2003.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Prof. Pong obtained a degree of Bachelor of Science in Building Surveying from the Thames Polytechnic, United Kingdom in June 1989, a degree of Master of Science in Property Investment from the City University of London, United Kingdom in December 1993, a degree of Bachelor of Laws through a distance learning program from the University of Wolverhampton, United Kingdom in September 1995, a Postgraduate Certificate in Laws from the University of Hong Kong in June 1997, a degree of Master of Science in Urban Planning from the University of Hong Kong in December 2005 and a degree of Master of Corporate Governance from the Hong Kong Polytechnic University in October 2008.

Prof. Pong is an authorised person (list of surveyors) registered with the Building Authority from September 2015. Prof. Pong is currently a certified tax adviser of the Taxation Institute of Hong Kong. Prof. Pong has been a fellow of the Hong Kong Institute of Construction Managers since August 2016, the Hong Kong Institute of Facility Management since July 2000, the Hong Kong Institute of Surveyors since November 2000, the Chartered Institute of Arbitrators since January 2001, the Royal Institution of Chartered Surveyor since January 2006 and the Hong Kong Institute of Chartered Secretaries since October 2012.

The following companies were dissolved other than by members' voluntary winding up when Prof. Pong was a director:

<b>Name of company</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Details</b>
Master Bright International Limited	Engineering	30 December 2005	It was a Hong Kong incorporated company de-registered under section 291AA of the Predecessor Companies Ordinance due to cessation of business. <i>(Note)</i>
New China Investment Limited	Property agency	30 December 2005	It was a Hong Kong incorporated company de-registered under section 291AA of the Predecessor Companies Ordinance due to cessation of business. <i>(Note)</i>



---

## DIRECTORS AND SENIOR MANAGEMENT

---

*Note:* Under section 291AA of the Predecessor Companies Ordinance, an application for de-registration can only be made if (a) all the members of such company agreed to such de-registration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.

As confirmed by Prof. Pong, the above companies were solvent as at the time of dissolution. Prof. Pong also confirmed that there is no wrongful act on his part leading to the above dissolution of the companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution and de-registration of the above companies.

Except for Mr. Ang, Mr. Siu, Mr. Cheung and Prof. Pong as disclosed above, none of our Directors holds or held any other current or past directorships in any other company listed in Hong Kong or overseas in the last three years preceding the Latest Practicable Date. Please refer to the section headed “Statutory and General Information” in Appendix IV to this prospectus for further information about our Directors, including the particulars of their service contracts and remuneration, and details of the interests of our Directors in the Shares (within the meaning of Part XV of the SFO). Save as disclosed herein, there are no other matters in respect of each of our Directors that is required to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules and there is no other material matter relating to our Directors that is required to be brought to the attention of our shareholders.

### SENIOR MANAGEMENT

**Ms. Ho Poh Ling (何寶琳)**, aged 45, joined Hwa Koon as site supervisor on 19 June 2009 and was promoted to senior project manager on 1 December 2012. She is primarily responsible for ensuring that our projects are delivered on-time and within scope and budget. She has 16 years of experience in the construction industry. Prior to joining our Group, Ms. Ho worked at A-Track Constructor Pte Ltd from June 2001 to March 2008 as a human resources and administrative officer.

Ms. Ho holds a certificate in building construction safety supervisors course issued in October 2001 by the MOM.

In the three years preceding the Latest Practicable Date, Ms. Ho has not held any directorship in any public companies, the securities of which are listed on any securities exchange in Hong Kong or overseas.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

**Ms. Ramirez Winnie Dainne Barit**, aged 35, joined Hwa Koon as design draftsman on 18 October 2010 and was promoted to head of architectural design and medical planner on 14 January 2014. She is primarily responsible for the planning of space workflow within medical facilities designed by our Group. She has 12 years of experience in architectural design, having started as an AutoCAD operator for City Planning and Development Office in Philippines in May 2005 and continued working there until October 2008. She then worked as a CAD designer at Re:Source Partners in Philippines before serving as a junior architect at Metroconcepts Inc. in Philippines from September 2009 to December 2009.

Ms. Ramirez holds a Bachelor of Science in Architecture issued by Rizal Technological University in Philippines in April 2007. She was entered into the registry book of professionals as an architect by the board of architecture of the Philippines on 2 July 2010. She holds two certificates both issued by BCA Academy, one for Code of Practice on Buildable Design issued in March 2016 and one for having attended BIM Planning Course in January 2016.

In the three years preceding the Latest Practicable Date, Ms. Ramirez has not held any directorship in any public companies, the securities of which are listed on any securities exchange in Hong Kong or overseas.

**Ms. Lee Shu Hsien**, aged 27, was appointed as our chief financial officer on 31 July 2017. Ms. Lee is responsible for the management of financial reporting, investor relations, tax and treasury matters of our Group.

Ms. Lee worked at Ernst & Young in Kuala Lumpur, Malaysia, from October 2011 to July 2014 with her last position as a senior audit associate. Then she joined Ernst & Young LLP in Singapore, in October 2014 until July 2017 with her last position as an audit assistant manager.

In December 2008, she was awarded a certificate of completion by Sunway University College for having completed the introductory, intermediate and advanced levels of the Certified Accounting Technicians Examinations. Ms. Lee was awarded a certificate of completion by Sunway College in October 2011 for having successfully completed all levels of the Association of Chartered Certified Accountants June 2011 Examinations. She holds a fundamental level certificate awarded in August 2010 and a professional level certificate awarded in August 2011 by the Association of Chartered Certified Accountants.

In the three years preceding the Latest Practicable Date, Ms. Lee has not held any directorship in any public companies, the securities of which are listed on any securities exchange in Hong Kong or overseas.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

### COMPANY SECRETARY

**Ms. Cheng Florence Ga Sui (鄭家穗)**, aged 45, was appointed as the company secretary of our Company on 21 August 2017 and is responsible for our company secretarial affairs.

Ms. Cheng has about 10 years of experience in company secretarial work. Ms. Cheng served as a customer services executive in Offshore Incorporations HK Limited from May 2007 to July 2008. From November 2008 to January 2012, she was a company secretarial officer of ATC (Hong Kong) Limited. From January 2012 to March 2013, she worked at Phoenix Satellite Television Company Limited as the company secretary assistant. She then joined Vistra Corporate Services (HK) Limited and worked as a company secretarial manager from August 2013 to May 2016, and since October 2016 she has been working at BPO Global Services Limited as its company secretarial director.

Ms. Cheng obtained her Bachelor of Arts degree in business administration from the University of Wolverhampton and her Master of Corporate Governance from The Hong Kong Polytechnic University in July 2003 and October 2008, respectively. She has been an associate member of The Hong Kong Institute of Chartered Secretaries since May 2013.

In the three years preceding the Latest Practicable Date, Ms. Cheng has not held any directorship in any public companies the securities of which are listed on any securities exchange in Hong Kong or overseas.

### CORPORATE GOVERNANCE

Our Company will comply with the Corporate Governance Code in Appendix 14 to the Listing Rules. Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code for each financial year and include our corporate governance report in our annual reports after the Listing.

### BOARD COMMITTEES

#### Audit Committee

Our Company established our Audit Committee on 15 March 2018 with written terms of reference in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules and paragraph C.3.3 of the Corporate Governance Code. The primary duties of our Audit Committee include, among others, (a) making recommendations to our Board on the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor; (b) reviewing our financial statements, our annual report and accounts and our half-year report and significant financial reporting judgements contained therein; and (c) reviewing our financial controls, internal control and risk management systems. Our Audit Committee comprises two independent non-executive Directors, namely Mr. Siu Man Ho Simon and Mr. Cheung Kwok Yan Wilfred and one non-executive Director, namely Mr. Ang Kong Meng. Mr. Cheung Kwok Yan Wilfred is the chairman of our Audit Committee.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

### **Nomination Committee**

Our Company established our Nomination Committee on 15 March 2018 with written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code. The primary duties of our Nomination Committee include, among others, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and making recommendations on any proposed changes to our Board to complement our corporate strategy; (b) identifying individuals suitably qualified to become members of our Board and selecting or making recommendations to our Board on the selection of individuals nominated for directorships; (c) assessing the independence of our independent non-executive Directors; and (d) making recommendations to our Board on the appointment and succession planning for our Directors. Our Nomination Committee comprises two independent non-executive Directors, namely Prof. Pong Kam Keung and Mr. Cheung Kwok Yan Wilfred, and one executive Director, namely Mr. Ong. Prof. Pong Kam Keung is the chairman of our Nomination Committee.

### **Remuneration Committee**

Our Company established our Remuneration Committee on 15 March 2018 with written terms of reference in compliance with Rule 3.26 of the Listing Rules and paragraph B.1.2 of the Corporate Governance Code. The primary duties of our Remuneration Committee, under the principle that no Director or any of his associates should be involved in deciding his own remuneration, include, among others, making recommendations to our Board on (a) our remuneration policy and structure for all of our Directors and senior management; (b) the establishment of a formal and transparent procedure for developing remuneration policies; (c) the remuneration packages of our executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their offices or appointments; and (d) the remuneration of our non-executive Directors. Our Remuneration Committee comprises two independent non-executive Directors, namely Mr. Siu Man Ho Simon and Prof. Pong Kam Keung and one executive Director, namely Mr. Koh Lee Huat. Mr. Siu Man Ho Simon is the chairman of our Remuneration Committee.

### **COMPLIANCE ADVISER**

In accordance with Rule 3A.19 of the Listing Rules, our Company has appointed Grande Capital Limited as our compliance adviser to provide advisory services to our Company. Pursuant to Rule 3A.23 of the Listing Rules, our Company must consult with and, if necessary, seek advice from the compliance adviser on a timely basis in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated by our Company, including share issues and share repurchases;

---

## DIRECTORS AND SENIOR MANAGEMENT

---

- (iii) where our Company proposes to use the proceeds of the Share Offer in a manner different from that detailed in this prospectus or where the business activities, developments or results of our Company deviate from any forecast, estimate, or other information in this prospectus; and
- (iv) where the Stock Exchange makes an inquiry of our Company concerning unusual movements in the price or trading volume of our Shares under Rule 13.10 of the Listing Rules.

The term of appointment shall commence on the Listing Date and end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment shall be subject to extension by mutual agreement.

### REMUNERATION POLICY

#### Remuneration of Directors and Senior Management

Our Directors and senior management receive compensation in the form of fixed monthly salaries in accordance with their respective employment contracts with our Group. Our Group also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to our Group or executing their functions in relation to the business operations.

The remuneration policies of our Group is and will be formulated by our Board on the recommendations of our Remuneration Committee. During the Track Record Period, the remuneration of our Directors and our senior management was determined with reference to their respective experience, responsibilities with our Group and general market conditions. Discretionary bonus (if any) is linked to the performance of our Group and of individual Director or senior management. Our Company intends to continue its remuneration policies after the Listing, subject to the review by and the recommendations of our Remuneration Committee.

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the aggregate remuneration, including fees, salaries and allowances, discretionary bonus and contributions to retirement benefit scheme, charged to profit or loss for our Directors were approximately S\$222,000, S\$326,000, S\$326,000 and S\$77,000, respectively.

---

## **DIRECTORS AND SENIOR MANAGEMENT**

---

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the five individuals whose emoluments were the highest in our Group include two directors, three directors, three directors and three directors respectively. For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the aggregate remuneration, including salaries and allowances, discretionary bonus and contributions to retirement benefits scheme, charged to profit or loss for our remaining highest paid individuals were approximately S\$860,000, S\$273,000, S\$264,000 and S\$51,000 respectively.

Save as disclosed above, no other payments have been paid or are payable by our Group in respect of each of the three years ended 30 June 2017 and the three months ended 30 September 2017 to our Directors or the five highest paid individuals of our Group.

It is estimated that, under the arrangements currently in force, the aggregate basic remuneration payable by our Group to our Directors for the year ending 30 June 2018 will be approximately S\$390,000.

During the Track Record Period, no remuneration was paid by our Group to, or received by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office.

During the Track Record Period, none of our Directors waived or agreed to waive any remuneration.

### **SHARE OPTION SCHEME**

Our Directors may also receive options to be granted under the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in “Other information – 1. Share Option Scheme” in Appendix IV to this prospectus.

---

## **RELATIONSHIP WITH CONTROLLING SHAREHOLDERS**

---

### **OUR CONTROLLING SHAREHOLDERS**

Immediately following completion of the Share Offer and the Capitalisation Issue (without taking into account the Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme), each of our ultimate Controlling Shareholders, Mr. Ang, Mr. Ong and Mr. Koh, acting in concert as a group of Controlling Shareholders and through Skylight Illumination, indirectly held in aggregate 75% interest in our Company. Details of the shareholding interest of our Controlling Shareholders are set out in the section headed “Substantial Shareholders” in this prospectus.

### **RULE 8.10 OF THE LISTING RULES**

Each of our Controlling Shareholders and Directors has confirmed that, he/it does not have and their respective close associates do not have interest in any business apart from our Group’s business which competes or is likely to compete, directly or indirectly, with our Group’s business, and would require disclosure pursuant to Rule 8.10 of the Listing Rules.

### **ACTING IN CONCERT CONFIRMATION**

On 7 September 2017, Mr. Ang, Mr. Ong and Mr. Koh executed the Acting in Concert Confirmation, pursuant to which Mr. Ang, Mr. Ong and Mr. Koh confirmed, among other things, that they had been acting in concert with one another since the date on which they were contemporaneously the beneficial owners of shares of Hwa Koon and will continue to act in the same manner in our Group after the Listing until the Acting in Concert Confirmation is terminated in writing. Under the acting in concert arrangements, Mr. Ang, Mr. Ong and Mr. Koh had exercised their voting rights unanimously at all shareholders’ meetings of Hwa Koon in respect of Hwa Koon’s affairs.

By virtue of the Acting in Concert Confirmation, Mr. Ang, Mr. Ong and Mr. Koh are a group of Controlling Shareholders acting in concert.

### **INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS**

Having taken into account of the following factors, our Directors are satisfied that our Group is capable of carrying on our business independently of our Controlling Shareholders and their respective close associates (other than our Group) after the Listing.

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

### **Financial independence**

We have our own accounting and finance team and make financial decisions according to our own business needs. We have our own financial management system, internal control and accounting systems, accounting and finance personnel, independent treasure function for cash receipts and payments, and the ability to operate independently from our Controlling Shareholders from a financial perspective.

During the Track Record Period, our Group had amounts due to our Directors, details of which are set out in note 19(c) to the accountants' report set out in the Appendix I to this prospectus. As at 30 September 2017, there was no outstanding amount due to Directors.

During the Track Record Period, Mr. Ong's personal fixed deposits account was pledged for a performance guarantee provided by a bank in Singapore amounting to approximately S\$174,000. Our Directors confirmed that Mr. Ong's personal fixed deposits account was replaced by pledged deposits of our Group prior to the Latest Practicable Date.

Our Directors believe that, upon Listing, our Group is capable of obtaining financing from third parties without the support of our Controlling Shareholders.

Based on all of the above, our Group will be financially independent from our Controlling Shareholders and/or any of their respective close associates.

### **Operational independence**

Having considered that:

- (a) we have established our own operational structure comprising individual teams, each with specific areas of responsibilities;
- (b) we have established a set of internal control procedures to facilitate the effective operation of our business; and
- (c) we have not shared our operational resources, such as suppliers, customers, marketing, sales and general administration resources with our Controlling Shareholders and/or their associates,

our Directors consider that our Group's business operation is independent from our Controlling Shareholders and their close associates.



---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

### **Management independence**

Our Group's management and operational decisions are made by our Board and a team of senior management. Our Board consists of six members, comprising of a non-executive Director as chairman, two executive Directors and three independent non-executive Directors. Although our Controlling Shareholders retain a controlling interest in our Company after the Listing and two of our Controlling Shareholders, namely Mr. Ong and Mr. Koh, will simultaneously be our executive Directors, we consider that our Board and team of management will function independently because:

- (a) each of our Directors is aware of his or her fiduciary duties as a director which require, among other things, that he or she acts for the benefit and in the best interests of our Company and does not allow any conflict between his or her duties as a Director and his or her personal interest;
- (b) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective close associates, the interested Director(s) shall abstain from voting at the relevant meeting of the Board in respect of such transaction and shall not be counted in the quorum;
- (c) with three independent non-executive Directors out of a total of six Directors on our Board, there will be a sufficiently robust and independent voice to the decision-making process of our Board to protect the interests of our independent Shareholders; and
- (d) our senior management members are independent and possess in-depth experience and understanding of the industry in which our Group is engaged.

Our Directors are therefore of the view that we are capable of managing our business independently from our Controlling Shareholders after the Listing.

### **Major suppliers' independence**

Our Directors confirm that none of our Controlling Shareholders, our Directors and their respective close associates, have any relationship with the major suppliers of our Group (other than the business contacts in the ordinary and usual course of business of our Group) during the Track Record Period.

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

### Major customers' independence

Our Directors confirm that none of our Controlling Shareholders, our Directors and their respective close associates, have any relationship with the major customers of our Group (other than the business contacts in the ordinary and usual course of business of our Group) during the Track Record Period.

### DEED OF NON-COMPETITION

For the purpose of the Listing, each of our Controlling Shareholders, Mr. Ang, Mr. Ong, Mr. Koh, and Skylight Illumination (collectively, the “**Covenantors**”) has given certain non-competition undertakings in favour of our Company (for itself and as trustee for other members of our Group) under the Deed of Non-competition, pursuant to which each of the Covenantors, irrevocably and unconditionally, jointly and severally, undertakes to and covenants with our Company (for itself and as trustee for other members of our Group) on the following terms with effect from the Listing Date and for as long as our Shares remain listed on the Stock Exchange and the Covenantors, individually or collectively with their close associates, are, directly or indirectly, interested in not less than 30% of our Shares in issue, or are otherwise regarded as Controlling Shareholders:

- (i) *undertaking not to engage in competing business*: each of the Covenantors shall not, and shall procure each of his/its close associates (other than our Group) not to, whether on his/its own account or in conjunction with or on behalf of any person, firm or company and whether directly or indirectly (other than through our Group), whether as a shareholder, director, employee, partner, agent or otherwise (other than being a director or shareholder of our Group or members of our Group), carry on or be engaged in, directly or indirectly, a business which is, or be interested or involved or engaged in or acquire or hold any rights or interest (save for the holding in aggregate by the Covenantors and their close associates of not more than 5% shareholding interest in any company listed on the Stock Exchange or any other stock exchange) or otherwise involved in (in each case whether as a shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) any business which competes or may in any aspect compete directly or indirectly with the business or which is similar to the business currently and may from time to time be engaged by our Group (“**Restricted Business**”);

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

- (ii) *undertaking not to solicit staff etc.:* each of the Covenantors:
- a. will not, and will procure his/its close associates (other than our Group) not to, invest or participate in any project or business opportunity that competes or may compete, directly or indirectly, with the business activities engaged by our Group from time to time unless pursuant to the provisions stipulated in the Deed of Non-competition;
  - b. will not offer employment to, enter into a contract for the services of, or attempt to solicit or seek to entice away from our Group any individual who is a director, officer, manager or employee of our Group, or procure or facilitate the making of any such offer or attempt by any other person;
  - c. will not, without the consent from our Company, make use of any information pertaining to the business of our Group which may have come to his/its knowledge in his/its capacity as the Controlling Shareholder for any purposes other than for the exercise of shareholders' rights; and
  - d. he/it will address such other enquiries as may be made by the Stock Exchange, the SFC, any other regulatory bodies or our Company from time to time;
- (iii) *undertakings in respect of new business opportunity:* if each of the Covenantors and/or any of his/its close associates (other than our Group) is offered or becomes aware of any project or new business opportunity ("**New Business Opportunity**") that relates to the Restricted Business, whether directly or indirectly, he/it shall:
- a. promptly in any event not later than seven days from the date of offer or becoming aware of the New Business Opportunity notify our Company in writing ("**Offer Notice**") of such opportunity and provide such information as is reasonably required by our Company in order to enable our Company to come to an informed assessment of such opportunity; and
  - b. use his/its best endeavours to procure that such opportunity is offered to our Company on terms no less favourable than the terms on which such opportunity is offered to him/it and/or his/its close associates (other than our Group).

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

If our Group gives a written notice declining the New Business Opportunity and confirming that the New Business Opportunity would not constitute competition with the business of our Group, or if our Group has not sent such written notice to the Covenantors within 30 business days from our Group's receipt of the Offer Notice, the Covenantors will be entitled to pursue the New Business Opportunity. The Covenantors agree to extend the 30 business days to a maximum of 60 business days if our Group requires further time to assess the New Business Opportunity by giving a written notice to the Covenantors within the original period of 30 business days.

- (iv) *general undertakings*: each of the Covenantors shall:
- a. provide our Company and our Directors (from time to time) with all information necessary and requested by the independent non-executive Directors, including but not limited to monthly turnover records and other relevant documents considered necessary by the independent non-executive Directors for their annual review with regard to the compliance and/or enforcement of the terms of Deed of Non-competition and the enforcement of the non-competition undertakings in the Deed of Non-competition;
  - b. provide our Group, after the end of each financial year of our Company, with a declaration made by each of the Covenantors which shall state whether or not he/it has during that financial year complied with all the terms of the Deed of Non-competition, and if not, particulars of any non-compliance, where such declaration (or any part thereof) may be reproduced, incorporated, extracted and/or referred to in the annual report of our Company for the relevant financial year and such annual declaration shall be consistent with the principles of making voluntary disclosure in the corporate governance report of our Group; and
  - c. allow our Directors, their respective representatives and the auditors to have sufficient access to the records of the Covenantors and his/its close associates to ensure their compliance with the terms and conditions under the Deed of Non-competition.

Each of the Covenantors has undertaken to our Company that he/it will abstain from voting on the board level or the shareholder level of our Company and will not be counted in the quorum if there is any actual or potential conflict of interest in relation to the Restricted Business and the New Business Opportunity.

To ensure that the terms of the Deed of Non-competition are observed, our independent non-executive Directors will, based on the information available to them, review on an annual basis (i) the compliance with and the enforcement of the Deed of Non-competition; and (ii) all the decision made by our Group in relation to whether to take up any New Business Opportunity.

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

### CORPORATE GOVERNANCE MEASURES TO SAFEGUARD THE INTEREST OF SHAREHOLDERS

Our Company will adopt the following corporate governance measures to avoid potential conflict of interests and safeguard the interests of our Shareholders:

- (a) we will comply with the Listing Rules and, in particular, strictly observe any proposed transactions between us and connected persons and comply with the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules where applicable;
- (b) we have appointed Grande Capital Limited as our compliance adviser to advise us on the compliance matters in respect of the Listing Rules and applicable laws and regulations;
- (c) a Director with material interests shall make full disclosure in respect of matters that conflict or potentially conflict with our interest and absent himself/herself from the meetings of the Board on matters in which such Director or his/her close associates have an actual or potential material interest, unless the attendance or participation of such Director at such meeting of the Board is specifically requested by a majority of the independent non-executive Directors;
- (d) we have appointed three independent non-executive Directors in order to achieve a balanced composition of executive and non-executive Directors on our Board. Our independent non-executive Directors will conduct annual review on the compliance with the Deed of Non-competition and the enforcement thereby by our Company. We believe our independent non-executive Directors possess the experience, competence and integrity, are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide impartial and external opinion to protect the interests of our public Shareholders. Further details of our independent non-executive Directors are set out in the section headed "Directors and Senior Management" in this prospectus;
- (e) our Controlling Shareholders have undertaken and agreed to provide all information requested by our Group which is necessary for the annual review by our independent non-executive Directors and the enforcement of the Deed of Non-competition; and
- (f) our Company will disclose decisions with basis on matters reviewed by our independent non-executive Directors in relation to the compliance with and the enforcement of the Deed of Non-competition either through our Company's annual report or by way of announcement to the public.

---

## SUBSTANTIAL SHAREHOLDERS

---

### SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, as at the date of submission of application for the Listing and immediately following the completion of the Share Offer and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme), the following persons/entities will have an interest or a short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of our Company required to be kept under section 336 of the SFO, or who are/will be, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any other members of our Group:

Name	Capacity/Nature of interest	Number of Shares held/interested immediately after completion of the Share Offer and the Capitalisation Issue <i>(Note 1)</i>	Approximate percentage of interests in our Company immediately after completion of the Share Offer and the Capitalisation Issue
Skylight Illumination	Beneficial owner <i>(Note 3)</i>	600,000,000	75%
Mr. Ang	Interest in a controlled corporation; interest held jointly with another person <i>(Note 2)</i>	600,000,000	75%
Mr. Ong	Interest in a controlled corporation; interest held jointly with another person <i>(Note 2)</i>	600,000,000	75%
Mr. Koh	Interest in a controlled corporation; interest held jointly with another person <i>(Note 2)</i>	600,000,000	75%
Ms. Ong Bee Eng	Interest of spouse <i>(Note 4)</i>	600,000,000	75%
Ms. Wang Weling Joan	Interest of spouse <i>(Note 5)</i>	600,000,000	75%
Ms. Tan Peck Yen	Interest of spouse <i>(Note 6)</i>	600,000,000	75%

*Notes:*

- All interests stated are long positions.

---

## SUBSTANTIAL SHAREHOLDERS

---

2. Skylight Illumination is beneficially owned as to 51% by Mr. Ang, 34% by Mr. Ong and 15% by Mr. Koh. On 7 September 2017, Mr. Ang, Mr. Ong and Mr. Koh entered into the Acting in Concert Confirmation to confirm, among other things, that they had been acting in concert with one another since the date on which they were contemporaneously the beneficial owners of shares and to continue to act in the same manner in our Group upon the Listing. For details, please refer to the section headed “Relationship with Controlling Shareholders – Acting in Concert Confirmation” in this prospectus. By virtue of the SFO, Mr. Ang, Mr. Ong and Mr. Koh are deemed to be interested in all the Shares held by Skylight Illumination.
3. Skylight Illumination is the direct Shareholder of our Company.
4. Ms. Ong Bee Eng is the spouse of Mr. Ang. Accordingly, Ms. Ong is deemed or taken to be interested in the Shares Mr. Ang is interested in under the SFO.
5. Ms. Wang Weling, Joan is the spouse of Mr. Ong. Accordingly, Ms. Wang is deemed or taken to be interested in the Shares Mr. Ong is interested in under the SFO.
6. Ms. Tan Peck Yen is the spouse of Mr. Koh. Accordingly, Ms. Tan is deemed or taken to be interested in the Shares Mr. Koh is interested in under the SFO.

Save as disclosed above, our Directors are not aware of any person who will, as at the date of the submission of application for the Listing and immediately after completion of the Share Offer and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme), have an interest or a short position in the Shares or the underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any member of our Group. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

---

## SHARE CAPITAL

---

### SHARE CAPITAL OF OUR COMPANY

The following is a description of the authorised and issued share capital of our Company immediately before and following the completion of the Share Offer and the Capitalisation Issue (without taking into account the Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme):

<i>Authorised share capital</i>	<i>HK\$</i>
<u>1,500,000,000</u> Shares of par value HK\$0.01 each	<u>15,000,000</u>
<i>Shares issued and fully paid or credited as fully paid upon completion of the Share Offer and the Capitalisation Issue</i>	
10,000 Shares in issue as at the date of this prospectus	100
599,990,000 Shares to be issued pursuant to the Capitalisation Issue	5,999,900
<u>200,000,000</u> Shares to be issued pursuant to the Share Offer	<u>2,000,000</u>
<u>800,000,000</u> Total issued Shares	<u>8,000,000</u>

### ASSUMPTIONS

The above table assumes that the Share Offer and the Capitalisation Issue become unconditional and the issue of Shares pursuant thereto are made as described herein. It takes no account of any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme, or of any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandates given to our Directors to allot and issue or repurchase the Shares as referred to below.

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1) of the Listing Rules, at least 25% of the total issued share capital of our Company must at all times be held by the public. The 200,000,000 Offer Shares represent not less than 25% of the issued share capital of our Company upon Listing.



---

## SHARE CAPITAL

---

### RANKING

The Offer Shares are ordinary shares and will rank *pari passu* in all respects with all Shares now in issue or to be issued as mentioned in this prospectus, and will qualify in full for all dividends or other distributions declared, made or paid on Shares in respect of a record date which falls after the date of Listing other than participation in the Capitalisation Issue.

### CAPITALISATION ISSUE

Pursuant to the resolutions in writing of the then sole Shareholder passed on 15 March 2018, subject to the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the issue of the Offer Shares pursuant to the Share Offer, our Directors are authorised to allot and issue a total of 599,990,000 Shares credited as fully paid at par to the holder(s) of Shares on the register of members or the principal share register of our Company at the close of business on 15 March 2018 (as nearly as possible in proportion to their then existing shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of Share)) by way of capitalisation of the sum of HK\$5,999,900 standing to the credit of the share premium account of our Company, and our Shares to be allotted and issued pursuant to the Capitalisation Issue shall rank *pari passu* in all respects with the existing issue Shares.

### GENERAL MANDATE TO ISSUE SHARES

Conditional on the fulfilment or waiver (as applicable) of the conditions set out in the section headed “Structure and Conditions of the Share Offer – Conditions of the Public Offer” of this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such securities convertible into Shares, and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with subject to the requirement that the total number of Shares so allotted and issued or agreed conditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangement, or a specific authority granted by the Shareholders) shall not exceed:

- (a) 20% of the total number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme); and
- (b) the total number of Shares repurchased by our Company, if any, pursuant to the general mandate to repurchase Shares referred to in the paragraph headed “General Mandate to Repurchase Shares” below.

---

## SHARE CAPITAL

---

This general mandate to issue Shares does not cover Shares to be allotted, issued or dealt with under a rights issue or pursuant to the exercise of any options which may be granted under the Share Option Scheme or any other share option scheme of our Company or in lieu of the whole or part of a dividend on our Shares or similar arrangement in accordance with the Articles.

This general mandate to issue Shares will expire at the earliest of:

- (a) the conclusion of our Company's next annual general meeting;
- (b) the date by which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held; or
- (c) the passing of an ordinary resolution by our Shareholders in general meeting revoking or varying the authority given to our Directors.

For further details of this general mandate to issue Shares, please refer to the paragraph headed "Further information about our Company and its subsidiaries – 3. Resolutions in writing of the then sole Shareholder passed on 15 March 2018" in Appendix IV to this prospectus.

### **GENERAL MANDATE TO REPURCHASE SHARES**

Conditional on the fulfilment or waiver (as applicable) of the conditions set out in the section headed "Structure and Conditions of the Share Offer – Conditions of the Public Offer" of this prospectus, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total number of not more than 10% of the total number of Shares in issue following completion of the Share Offer and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

This mandate to repurchase Shares only relates to repurchases made on the Stock Exchange, or any other exchange on which our Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), which are made in accordance with all applicable laws and requirements of the Listing Rules. Further information required by the Stock Exchange to be included in this prospectus regarding the repurchase of Shares is set out in "Further information about our Company and its subsidiaries – 6. Repurchase of our own securities" in Appendix IV to this prospectus.

---

## SHARE CAPITAL

---

This general mandate to repurchase Shares will expire at the earliest of:

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the date by which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to our Directors.

For further details of this general mandate to repurchase shares, please refer to the paragraph headed “Further information about our Company and its subsidiaries – 3. Resolutions in writing of the then sole Shareholder passed on 15 March 2018” in Appendix IV to this prospectus.

### **THE SHARE OPTION SCHEME**

Our Company has conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the paragraph headed “Other information – 1. Share Option Scheme” in Appendix IV to this prospectus.

Our Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into our Shares as at the Latest Practicable Date.

### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED**

The circumstances under which general meeting and class meeting of our Company are required are provided in our Articles of Association and the Companies Law. For a summary, see Appendix III to this prospectus.

---

## FINANCIAL INFORMATION

---

*The following discussion of our Group's financial condition and results of operations should be read in conjunction with our Group's combined financial information as at the end of and for each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, including the notes thereto, included in Appendix I to this prospectus. The financial statements have been prepared in accordance with IFRSs. The following discussion contains certain forward-looking statements that involve risks and uncertainties. Our Group's future results could differ materially from those discussed below as a result of various factors, including those set forth under the section headed "Risk factors" and elsewhere in this prospectus.*

### OVERVIEW

We are a Singapore-based contractor specialised in the medical and healthcare sectors with expertise in performing radiation shielding works. We mainly provide integrated design and building services for hospitals and clinics in Singapore.

During the Track Record Period, our revenue represented income derived from (i) the provision of integrated design and building services; (ii) the provision of maintenance and other services; and (iii) sales of tools and materials. Suppliers of goods and services which are specific to our business and are required on a regular basis to enable us to continue to carry on our business mainly include (i) our subcontractors; (ii) suppliers of building and radiation shielding materials; and (iii) suppliers of other miscellaneous services provided by third party professionals (such as surveying services and testing services), transportation services and rental of lifting machinery and equipment.

### KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our results of operations and financial condition have been and will continue to be affected by a number of factors, including, in particular, the following:

#### **Our tenders and quotations success rate on integrated design and building projects**

During the Track Record Period, our Group secured new businesses mainly through direct invitations for quotation or tender by customers. Our tenders and quotations success rate for our integrated design and building services was approximately 78.3%, 75.0%, 72.0% and 49.5% for each of FY2014/15, FY2015/16, FY2016/17 and for the period from 1 July 2017 and up to the Latest Practicable Date, respectively. Our tenders and quotations success rate depends on various factors, such as our pricing and tender strategy, competitors' tender and pricing strategy, the level of competition and our customers' evaluation standards. Our tenders and quotations success rate will affect our financial position and performance.

---

## FINANCIAL INFORMATION

---

### **Pricing of our projects**

Our pricing is generally determined based on certain mark-up over our estimated costs. We need to estimate our costs in order to determine our fee quotation or tender price and there is no assurance that the actual amount of costs would not exceed our estimation during the performance of our projects. There are a range of factors that we typically consider when determining our pricing, including but not limited to the scope of services, the estimated number and types of workers required, the complexity of the project and the prevailing market conditions, etc. For further details, please refer to the section headed “Business – Pricing strategy” in this prospectus. Our pricing directly affects our revenue and cash flows.

### **Fluctuation in costs of services**

Our cost of services mainly comprise (i) subcontracting charges; (ii) direct materials costs; and (iii) staff costs. Any material fluctuation in our cost of services may adversely impact our financial performance. Please refer to the section headed “Business – Suppliers” in this prospectus for further details on our suppliers and subcontractors.

The following sensitivity analysis illustrates the impact of hypothetical fluctuations of subcontracting charges and direct materials costs (being the major components of our cost of services) on our profit before and after taxation during the Track Record Period. The hypothetical fluctuation rates for subcontracting charges are set at 1.2% and 15.7%, which correspond to the approximate minimum and maximum percentage changes in average monthly basic wages of local and foreign workforce in the construction industry in Singapore from 2013 to 2016 as stated in the Ipsos Report (see “Industry overview – Potential challenges – Labour shortage” in this prospectus) and are therefore considered reasonable for the purpose of this sensitivity analysis. The hypothetical fluctuation rates for direct materials costs are set at 0.5% and 8.7%, which correspond to the approximate minimum and maximum annual percentage changes in the cost of lead (a major type of material for radiation shielding) from 2013 to 2016 as stated in the Ipsos Report (see “Industry overview – Potential challenges – Fluctuating cost of materials” in this prospectus) and are therefore considered reasonable for the purpose of this sensitivity analysis.

---

**FINANCIAL INFORMATION**

---

<b>Hypothetical fluctuations in our subcontracting charges</b>	-1.2%	-15.7%	+1.2%	+15.7%
<b>Increase/(decrease) in profit before taxation (Note 1)</b>	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
FY2014/15	40	528	(40)	(528)
FY2015/16	31	412	(31)	(412)
FY2016/17	39	506	(39)	(506)
Three months ended 30 September 2017	15	195	(15)	(195)
<b>Increase/(decrease) in profit after taxation (Note 2)</b>				
FY2014/15	33	438	(33)	(438)
FY2015/16	26	342	(26)	(342)
FY2016/17	32	420	(32)	(420)
Three months ended 30 September 2017	12	162	(12)	(162)
<b>Hypothetical fluctuations in our direct materials costs</b>	-0.5%	-8.7%	+0.5%	+8.7%
<b>Increase/(decrease) in profit before taxation (Note 1)</b>	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
FY2014/15	13	224	(13)	(224)
FY2015/16	7	114	(7)	(114)
FY2016/17	13	218	(13)	(218)
Three months ended 30 September 2017	2	35	(2)	(35)
<b>Increase/(decrease) in profit after taxation (Note 2)</b>				
FY2014/15	11	186	(11)	(186)
FY2015/16	6	95	(6)	(95)
FY2016/17	11	181	(11)	(181)
Three months ended 30 September 2017	2	29	(2)	(29)

---

## FINANCIAL INFORMATION

---

*Notes:*

1. Our profit before taxation was approximately S\$4.1 million, approximately S\$3.0 million, approximately S\$6.1 million for each of FY2014/15, FY2015/16, FY2016/17 respectively. Our loss before taxation was approximately S\$191,000 for the three months ended 30 September 2017.
2. Our profit after taxation was approximately S\$3.5 million, approximately S\$2.7 million and approximately S\$5.2 million for each of FY2014/15, FY2015/16, FY2016/17 respectively. Our loss after taxation was approximately S\$439,000 for the three months ended 30 September 2017.

### **BASIS OF PRESENTATION OF FINANCIAL INFORMATION**

Please refer to note 2 of the accountants' report set out in Appendix I to this prospectus.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The financial information of our Group has been prepared in accordance with accounting policies which conform with IFRSs. The significant accounting policies adopted by our Group are set forth in detail in note 4 to the accountants' report set out in Appendix I to this prospectus.

Some of the accounting policies involve judgments, estimates, and assumptions made by our management. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Further information regarding the key judgements made in applying our accounting policies are set forth in note 5 to the accountants' report set out in Appendix I to this prospectus.

### **Revenue recognition**

Our revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the future economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, during the Track Record Period, as further disclosed in note 4 to the accountants' report set out in Appendix I to this prospectus.

---

## FINANCIAL INFORMATION

---

### ***IFRS 15 Revenue from contracts with customers and related amendments***

#### *Input method*

Our Group expects to apply IFRS 15 at the date of initial application (i.e. 1 July 2018). Based on the current accounting policies adopted by our Group, the revenue from provision of integrated design and building services is recognised by reference to the percentage of completion of the contract activity at the end of each reporting period. The percentage of completion is measured by contract costs incurred to date as compared to the estimated total contract costs for integrated design and building services. In accordance with IFRS 15, input methods recognise revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation (for example, resources consumed, labour hours expended, costs incurred, time elapsed or machine hours used) relative to the total expected inputs to the satisfaction of that performance obligation. Thus, the timing of revenue recognition based on IFRS 15 would not significantly affect the timing of revenue recognition under the current accounting policies. As set out on page I-17 to the accountants' report set out in Appendix I to this prospectus, our Directors do not anticipate that the application of IFRS 15 will have a material impact on our Group's future financial statements based on those contracts with customers entered into by our Group outstanding as at 30 September 2017.

#### *Uninstalled materials*

As part of our business, we may have uninstalled materials. Our Directors do not consider that our uninstalled materials will have any material impact on our Group's historical financial information and upon the adoption IFRS 15 in the future for the following reasons:

Our Directors confirm that the timing and the amount of purchase of materials are assessed and determined by our project management teams from time to time with reference to the actual progress of each project undertaken by us. We will not purchase or commit to purchase all materials expected to be used by us at the beginning of each project, and the amount of purchase will only be confirmed by us as and when required taking into consideration the amount of the materials expected to be used, the prevailing market prices and the expected time required for delivery of the materials.

Our Directors further confirm that we will not maintain any significant amount of materials as part of our inventory and do not consider that the amount of uninstalled materials maintained by us from time to time will have any significant impact on our operating results based on the accounting policy adopted by our Group.



---

## FINANCIAL INFORMATION

---

### SUMMARY OF RESULTS OF OPERATIONS

The combined statements of profit or loss and other comprehensive income during the Track Record Period are summarised below, which have been extracted from the accountants' report set out in Appendix I to this prospectus:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2016	Three months ended 30 September 2017
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
				(unaudited)	
<b>Revenue</b>	13,244	9,793	14,937	4,474	4,035
Costs of services/sales	<u>(7,971)</u>	<u>(6,187)</u>	<u>(8,432)</u>	<u>(2,600)</u>	<u>(2,258)</u>
<b>Gross profit</b>	5,273	3,606	6,505	1,874	1,777
Other income and other gains	23	50	182	48	8
Administrative expenses	(1,174)	(635)	(618)	(169)	(178)
Finance costs	(2)	-*	-	-	-
Listing expenses	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,798)</u>
<b>Profit/(loss) before taxation</b>	4,120	3,021	6,069	1,753	(191)
Income tax expense	<u>(653)</u>	<u>(340)</u>	<u>(918)</u>	<u>(254)</u>	<u>(248)</u>
<b>Profit/(loss) for the year/period attributable to owners of the Company</b>	<u><u>3,467</u></u>	<u><u>2,681</u></u>	<u><u>5,151</u></u>	<u><u>1,499</u></u>	<u><u>(439)</u></u>
<b>Other comprehensive (expense)/ income</b>					
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Fair value change on available-for- sale financial assets, net of tax	-	(96)	223	28	-
Reclassified upon disposal of available-for-sale financial assets, net of tax	<u>-</u>	<u>-</u>	<u>(128)</u>	<u>(29)</u>	<u>-</u>
<b>Total comprehensive income/ (expense) for the year/period</b>	<u><u>3,467</u></u>	<u><u>2,585</u></u>	<u><u>5,246</u></u>	<u><u>1,498</u></u>	<u><u>(439)</u></u>

\* The amount was less than S\$1,000.

---

## FINANCIAL INFORMATION

---

### PRINCIPAL COMPONENTS OF RESULTS OF OPERATIONS

#### Revenue

During the Track Record Period, our revenue was derived from (i) the provision of integrated design and building services; (ii) the provision of maintenance and other services; and (iii) sales of tools and materials. For detailed breakdowns of our revenue during the Track Record Period by our business operations, category of our customers, project nature (private or public projects), movement in number of projects and number of projects by range of revenue recognised, please refer to the section “Business – Business overview” and “Business – Projects undertaken during the Track Record Period” in this prospectus.

Please refer to the paragraph headed “Period-to-period comparison of results of operations” in this section for a discussion of the change in the amount of our revenue during the Track Record Period.

#### Costs of services/sales

The table below sets forth a breakdown of our costs of services/sales during the Track Record Period:

	FY2014/15		FY2015/16		FY2016/17		Three months ended 30 September 2016		Three months ended 30 September 2017	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
							(unaudited)			
Subcontracting charges	3,365	42.2	2,624	42.4	3,222	38.2	1,184	45.6	1,244	55.1
Direct materials costs	2,574	32.3	1,309	21.2	2,506	29.7	769	29.6	401	17.8
Staff costs	1,622	20.4	1,585	25.6	1,883	22.3	448	17.2	449	19.9
Rent	66	0.8	257	4.1	163	1.9	27	1.0	31	1.4
Consultancy fees	93	1.2	173	2.8	215	2.6	78	3.0	46	2.0
Depreciation	50	0.6	49	0.8	73	0.9	16	0.6	21	0.9
Other direct costs	201	2.5	190	3.1	370	4.4	78	3.0	66	2.9
Total	<u>7,971</u>	<u>100.0</u>	<u>6,187</u>	<u>100.0</u>	<u>8,432</u>	<u>100.0</u>	<u>2,600</u>	<u>100.0</u>	<u>2,258</u>	<u>100.0</u>

Our direct costs during the Track Record Period comprised:

- (a) subcontracting fees, which are costs for engaging subcontractors for performing certain building works undertaken by us such as (i) M&E works relating to electrical systems, ACMV system, chiller systems, and plumbing and sanitary systems; and (ii) fitting-out works. As disclosed in the paragraph headed “Business – Suppliers – Reasons for subcontracting arrangement” of this prospectus, we may subcontract some of our works to other subcontractors, depending on the availability of our labour resources and the types of specialised works involved;

---

## FINANCIAL INFORMATION

---

- (b) direct materials costs, which mainly represent costs for purchasing building and radiation shielding materials such as lead and other shielding materials, gypsum boards, steel and other electrical components;
- (c) direct staff cost, which are salaries and benefits provided to our staff who are directly involved in our projects such as designers, site supervisors and site workers;
- (d) rent, which mainly represents rental costs for renting lifting machinery and equipment and rental costs for foreign workers' dormitory (see "Business – Properties – Leased properties" in this prospectus);
- (e) consultancy fees, which mainly represents fees for surveying and testing services as required for our projects;
- (f) depreciation, which represents depreciation charges for motor vehicles and machinery used in our projects; and
- (g) other direct costs, which include various miscellaneous expenses such as transportation expenses for dismantled medical equipment.

Please refer to the paragraph headed "Period-to-period comparison of results of operations" in this section for a discussion of material fluctuations in our costs of services/sales.

### **Gross profit margin**

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, our Group achieved gross profit margin of approximately 39.8%, 36.8%, 43.6% and 44.0% respectively. Our Directors consider the relatively higher gross profit margin of our Group is mainly attributable to our competitive strengths as set out below:

- (i) our Group is able to pursue a pricing strategy that placed more emphasis on ensuring the reliability of our contract works and delivering high quality radiation shielding works, rather than focusing on the price competitiveness of our tenders or quotations to potential customers as our Group has been able to leverage on our long-standing working relationships with some of our customers and our track record in terms of service quality and reliability, which generated assurance among our customers over the years. In particular, our Group has established business relationships with certain key players in the medical equipment industry in Singapore ranging from eight to 11 years;

---

## FINANCIAL INFORMATION

---

- (ii) our Directors consider that our Group's ability to undertake turnkey solutions projects, as well as to design and fabricate radiation shielding products tailored to customers' need and requirements offer significant advantages to our customers, which in turn allows our Group to secure projects with more favourable pricing. For instance, hospitals and clinics can engage our Group as a single contractor to perform all relevant works relating to their medical facilities including radiation shielding works, M&E works and fitting-out works, instead of engaging numerous contractors to handle each different type of works. Further, our Group's self-owned workshop and technical know-how in fabrication works are crucial to our ability to charge a relatively higher prices for its projects because the radiation shielding products (e.g. radiation shielding doors, lead-lined cabinets and lead-lined ceiling boards) ordered by medical equipment vendors or medical service providers are normally required to be custom-made in order to cater to the unique specifications and features of the relevant medical facilities, ranging from size and shape of the products, types of radiations involved, the number of shielding layers required to the budget of the relevant customers. Therefore, it may require extra time and efforts for our Group's customers to successfully identify and engage other alternative contractors with similar qualifications and industry experience to undertake turnkey solutions projects in particular those involving irradiating equipment at comparable pricing. In addition, by assisting our customers to obtain statutory approvals and certifications from government authorities, our Group can provide assurance to our customers that, following the completion of our integrated building works, the medical facilities have complied with relevant regulatory requirements in Singapore, and are readily available for operation and/or installation of the requisite medical equipment. This helps to streamline the timeline of the medical service providers in putting their medical facilities into operations; and
- (iii) according to Ipsos Report, there are only six key active medical-related construction contractors in Singapore which are able to carry out radiation shielding or related works. Our Directors consider that there are limited number of contractors who are both willing and able to undertake turnkey solutions projects in relation to radiation shielding works, as such projects typically involve specific building design and specifications which require know-how in order to ensure the prevention of radiation leakage and the proper and safe operation of the medical facilities. This entry barrier partly reduced the competition faced by our Group which in turn enables our Group to achieve a relatively higher profit margin.

---

## FINANCIAL INFORMATION

---

### Other income and other gains

The table below sets forth a breakdown of our other income and other gains during the Track Record Period:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2016	Three months ended 30 September 2017
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
				(unaudited)	
<i>Other income</i>					
Dividend income from					
available-for-sale financial assets	–	40	27	15	–
Government grants	23	10	14	1	1
Interest income	–	–	–*	–	2
Others	–	–	8	3	5
	<u>–</u>	<u>–</u>	<u>8</u>	<u>3</u>	<u>5</u>
<b>Total</b>	<b><u>23</u></b>	<b><u>50</u></b>	<b><u>49</u></b>	<b><u>19</u></b>	<b><u>8</u></b>
<i>Other gains</i>					
Gain arising on disposal of property, plant and equipment	–	–	5	–	–
Gain arising on disposal of available-for-sale financial assets	–	–	128	29	–
	<u>–</u>	<u>–</u>	<u>128</u>	<u>29</u>	<u>–</u>
<b>Total</b>	<b><u>–</u></b>	<b><u>–</u></b>	<b><u>133</u></b>	<b><u>29</u></b>	<b><u>–</u></b>

\* The amount was less than S\$1,000.

Our other income and other gains during the Track Record Period mainly comprised:

- (a) dividend income from available-for-sale financial assets, which was derived from certain listed equity investments in Singapore, which was classified as available-for-sale financial assets during the Track Record Period;
- (b) government grants, which mainly included wage credits granted under the Wage Credit Scheme (see “Regulatory overview – Employment matters – Wage Credit Scheme” in this prospectus) and payments under the Productivity and Innovation Credit Scheme (see “Regulatory overview – Singapore taxation – Productivity and Innovation Credit Scheme” in this prospectus) and payments under Temporary Employment Credit Scheme (see “Regulatory overview – Singapore taxation – Temporary Employment Credit” in this prospectus);



---

## FINANCIAL INFORMATION

---

- (d) staff costs (including directors' emoluments), which include salaries, Central Provident Fund and benefits provided to our Directors and our administrative and back office staff;
- (e) utilities and office expenses, which include utilities, telecommunications, printing and stationery; and
- (f) other expenses, which mainly include expenses incurred for miscellaneous staff welfare and repair and maintenance of our owned property.

### **Finance costs**

Our finance costs during the Track Record Period represented interest expenses on finance leases of our motor vehicles, details of which are disclosed in the paragraph headed "Indebtedness" in this section.

### **Income tax expense**

Since our operation is based in Singapore, our Group is subject to corporate income tax in accordance with the tax regulations of Singapore. The prevailing corporate tax rate in Singapore is 17%. In addition, the partial tax exemption scheme applies on the first S\$300,000 of normal chargeable income; and specifically 75% of up to the first S\$10,000 of a company's normal chargeable income, and 50% of up to the next S\$290,000 is exempt from corporate tax. The remaining chargeable income (after the partial tax exemption) will be taxed at 17%. Further, companies will be granted a corporate income tax rebate of 50%, 50% and 20% of the tax payable for the Years of Assessment 2016, 2017 and 2018, subject to a cap of S\$20,000, S\$25,000 and S\$10,000 respectively per year of assessment. Income tax expenses of our Group amounted to approximately S\$0.7 million, S\$0.3 million, S\$0.9 million and S\$0.2 million for each of the three years ended 30 June 2015, 2016 and 2017 and for the three months ended 30 September 2017.

---

## FINANCIAL INFORMATION

---

The statutory corporate tax rate in Singapore was 17% throughout the Track Record Period. The taxation for the Track Record Period can be reconciled to the profit before taxation as follows:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2016	Three months ended 30 September 2017
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
				(unaudited)	
Profit/(loss) before taxation	<u>4,120</u>	<u>3,021</u>	<u>6,068</u>	<u>1,753</u>	<u>(191)</u>
Tax at applicable tax rate of 17%	700	514	1,032	298	(32)
Tax effect of expenses not deductible for tax purpose	3	3	2	-*	306
Tax effect of income not taxable for tax purpose	-	(7)	(26)	(7)	-
Effect of tax concessions and partial tax exemption	<u>(50)</u>	<u>(170)</u>	<u>(90)</u>	<u>(37)</u>	<u>(26)</u>
Taxation for the year/period	<u>653</u>	<u>340</u>	<u>918</u>	<u>254</u>	<u>248</u>

\* The amount was less than S\$1,000.

### PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

#### Three months ended 30 September 2017 compared with three months ended 30 September 2016

##### **Revenue**

Our revenue decreased from approximately S\$4.5 million for the three months ended 30 September 2016 to approximately S\$4.0 million for the three months ended 30 September 2017, representing a decrease of approximately 9.8%. Such decrease was mainly because of the different stages of the projects and our actual works progress under different project contracts:

- (i) Although the total number of projects for the three months ended 30 September 2017 (i.e. 28 projects) were similar to the total number of projects for the three months ended 30 September 2016 (i.e. 23 projects), the majority of projects for the three months ended 30 September 2017 were brought forward from FY2016/17 (i.e. 11 projects) with significant amount of revenue recognised in FY2016/17.



---

## FINANCIAL INFORMATION

---

- (ii) The majority of new projects awarded during the three months ended 30 September 2016 were either completed or over 70% completed during the period while the majority of new projects awarded during the three months ended 30 September 2017 were at their initial startup stage from which substantial amount of revenue was expected to be recognised closer to completion during the remaining nine months of FY2017/18.

### ***Costs of services/sales***

Our costs of services/sales decreased from approximately S\$2.6 million for the three months ended 30 September 2016 to approximately S\$2.3 million for the three months ended 30 September 2017, representing a decrease of 13.2%, which was higher than the decrease in our revenue by approximately 3.4 percentage points (and thus resulted in our higher gross profit margin). The following is a discussion of the changes in the key components of our costs of services/sales for the three months ended 30 September 2017 as compared to the three months ended 30 September 2016:

- (i) Our subcontracting charges increased from approximately S\$1.18 million for the three months ended 30 September 2016 to approximately S\$1.24 million for the three months ended 30 September 2017, representing an increase of approximately 5.1%. Such increase was mainly due to the increase in amount of works outsourced to subcontractors as a result of the increase in the amount of works required for M&E works and fitting-out works as specified in the project contracts for the three months ended 30 September 2017 as compared to that for the three months ended 30 September 2016.
- (ii) Our costs of direct materials decreased from approximately S\$769,000 for the three months ended 30 September 2016 to approximately S\$401,000 for the three months ended 30 September 2017, representing a decrease of approximately 47.9%. Such decrease was mainly due to the decrease in volume of construction materials used for projects for the three months ended 30 September 2017 as compared to that for the three months ended 30 September 2016 based on the specific requirements of different projects.

---

## FINANCIAL INFORMATION

---

### *Gross profit and gross profit margin*

Our gross profit and gross profit margin for three months ended 30 September 2016 and three months ended 30 September 2017 respectively were as follows:

	Three months ended 30 September 2016			Three months ended 30 September 2017		
	Gross profit	% of total	Gross profit	Gross profit	% of total	Gross profit
	<i>S\$'000</i>	gross profit	margin	<i>S\$'000</i>	gross profit	margin
Integrated design and building services	1,834	97.9	45.7	1,743	98.1	44.3
Maintenance and other services	38	2.0	32.8	33	1.8	35.1
Sales of tools and materials	<u>2</u>	<u>0.1</u>	29.0	<u>1</u>	<u>0.1</u>	21.5
Total	<u><u>1,874</u></u>	<u><u>100.0</u></u>	41.9	<u><u>1,777</u></u>	<u><u>100.0</u></u>	44.0

Our gross profit margin of integrated design and building projects by project scale for three months ended 30 September 2016 and three months ended 30 September 2017 as follows:

	<b>Three months ended 30 September 2016</b>	<b>Three months ended 30 September 2017</b>
Larger scale projects <i>(note)</i>	38.3%	43.9%
Smaller scale projects <i>(note)</i>	47.0%	46.3%
Overall	<u><u>45.7%</u></u>	<u><u>44.3%</u></u>

*Note:* Larger scale projects represented projects with revenue contribution of S\$500,000 or above in each financial period while smaller scale projects represented projects with revenue contribution less than S\$500,000 in each financial period.

---

## FINANCIAL INFORMATION

---

Our gross profit amounted to approximately S\$1.9 million and approximately S\$1.8 million for three months ended 30 September 2016 and three months ended 30 September 2017 respectively, representing a decrease of approximately 5.3%, while our gross profit margin increased from approximately 41.9% for three months ended 30 September 2016 to approximately 44.0% for three months ended 30 September 2017. The decrease in our gross profit for three months ended 30 September 2017 was primarily due to the decrease in our revenue due to reasons discussed above. The increase in our gross profit margin for three months ended 30 September 2017 was primarily due to (i) we set our quotations and tender prices based on a relatively higher expected margin in three months ended 30 September 2017 in view of the increased demand for our services; and (ii) the higher gross profit margin for the larger scale projects (i.e. with revenue contribution of S\$500,000 or above in each financial period) for the three months ended 30 September 2017 as there was variation order performed for one of our major projects where the pricing was set with a relatively higher gross profit margin due to the tight schedule of works for such variation order.

### ***Other income and other gains***

Our other income and other gains decreased from approximately S\$48,000 for the three months ended 30 September 2016 to approximately S\$8,000 for the three months ended 30 September 2017, representing a decrease of approximately 83.3%. Such decrease was mainly due to dividend income from available-for-sale financial assets of approximately S\$15,000 and one-off gain on disposal of available-for-sale financial assets of approximately S\$29,000 were recognised during the three months ended 30 September 2016 while no such dividend income and no such gain was recognised during the three months ended 30 September 2017.

### ***Administrative expenses***

Our administrative expenses increased from approximately S\$169,000 for the three months ended 30 September 2016 to approximately S\$178,000 for the three months ended 30 September 2017, representing an increase of approximately 5.3%. Such increase was mainly due to the increase in staff costs as the headcount under administration and finance was higher for the three months ended 30 September 2017 as compared to that for the three months ended 30 September 2016.

### ***Listing expenses***

Our listing expenses increased from nil for the three months ended 30 September 2016 to approximately S\$1.8 million for the three months ended 30 September 2017, which were non-recurring expenses relating to the Listing.

---

## FINANCIAL INFORMATION

---

### ***Income tax expense***

For the three months ended 30 September 2016 and 2017, our income tax expense amounted to approximately S\$254,000 and S\$248,000 respectively, representing a decrease of approximately 2.4%. Such decrease was primarily due to the net effect of (i) the decrease in our revenue and gross profit as discussed above; and (ii) the tax effect of the non-deductible listing expenses incurred for the three months ended 30 September 2017.

### ***Profit/loss and total comprehensive income/expense for the period***

As a result of the aforesaid and in particular the recognition of listing expenses as discussed above, our profit and total comprehensive income for the period attributable to owners of our Company decreased from approximately S\$1.5 million for the three months ended 30 September 2016 to loss and total comprehensive expense for the period attributable to owners of our Company of approximately S\$439,000 for the three months ended 30 September 2017.

### **FY2016/17 compared with FY2015/16**

#### ***Revenue***

Our revenue increased from approximately S\$9.8 million for FY2015/16 to approximately S\$14.9 million for FY2016/17, representing an increase of 52.0%. Such increase was mainly because:

- (i) We increased our efforts in pursuing projects of relatively larger scale and higher income. We recorded an increase in the number of integrated design and building projects with revenue contribution to us and an increase in our revenue derived from integrated design and building projects of relatively larger scale (i.e. with revenue contribution over S\$500,000 in each financial year) and higher income as illustrated in the table below:

	<b>FY2015/16</b>	<b>FY2016/17</b>
	<i>No. of projects</i>	<i>No. of projects</i>
<b>Revenue recognised</b>		
S\$1,000,000 or above	1	3
S\$500,000 to below S\$1,000,000	3	4
Below S\$500,000	<u>54</u>	<u>64</u>
	<u>58</u>	<u>71</u>

---

## FINANCIAL INFORMATION

---

The number of projects of relative larger scale and higher income increased from 4 in FY2015/16 to 7 in FY2016/17, which contributed revenue amounting to approximately S\$3.0 million in FY2015/16 and S\$7.5 million in FY2016/17, respectively.

- (ii) We experienced an increase in demand for our integrated design and building services. According to the Ipsos Report, the total output value of the construction of medical-related facilities (i.e. hospitals, medical centres and clinics) increased from approximately S\$2.1 billion in 2016 to approximately S\$2.3 billion as estimated for 2017 and was driven by the Singapore Government's progressive planning of its healthcare facilities developments to meet growing demands for healthcare needs, in particular the redevelopment projects of medical-related facilities.

### ***Costs of services/sales***

Our direct costs increased from approximately S\$6.2 million for FY2015/16 to approximately S\$8.4 million for FY2016/17, representing an increase of 35.5%, which was lower than the increase in our revenue by approximately 16.5 percentage points (and thus resulted in our higher gross profit margin). The following is a discussion of the changes in the key components of our costs of services/sales in FY2016/17 as compared to FY2015/16:

- (i) Our subcontracting charges increased from approximately S\$2.6 million to approximately S\$3.2 million, representing an increase of approximately 23.1%. Such increase was mainly due to the increase in amount of works outsourced to subcontractors as a result of our growth in business in FY2016/17 as illustrated by the increase in our revenue as discussed above.
- (ii) Our cost of direct materials increased from approximately S\$1.3 million to approximately S\$2.5 million, representing an increase of approximately 92.3%. The significant increase in our cost of direct materials was mainly because of the increase in volume of construction materials used for projects in FY2016/17 as compared to that in FY2015/16 due to the size of the project sites, in particular our Group had undertaken the radiation shielding works for the Sengkang General Hospital and also due to the increase in the price of lead in FY2015/16. According to the Ipsos Report, the price of lead in the global market increased from US\$1,831.4 per tonne in 2015 to US\$1,991.0 per tonne in 2016, representing an increase of approximately 8.7%.
- (iii) Our direct staff costs increased from approximately S\$1.6 million to approximately S\$2.0 million, representing an increase of approximately 25.0%. Such increase was mainly due to the increase in the number of site workers in FY2016/17 compared with FY2015/16 in order to increase our overall capacity and efficiency and to cope with our business growth.

---

## FINANCIAL INFORMATION

---

### ***Gross profit and gross profit margin***

Our gross profit and gross profit margin for FY2015/16 and FY2016/17 respectively were as follows:

	FY2015/16		Gross profit margin %	FY2016/17		Gross profit margin %
	Gross profit S\$'000	% of total gross profit		Gross profit S\$'000	% of total gross profit	
Integrated design and building services	3,511	97.4	37.6	6,395	98.3	43.9
Maintenance and other services	71	2.0	19.3	100	1.5	30.2
Sales of tools and materials	<u>24</u>	<u>0.6</u>	24.7	<u>10</u>	<u>0.2</u>	29.2
Total	<u>3,606</u>	<u>100.0</u>	36.8	<u>6,505</u>	<u>100.0</u>	43.6

Our gross profit margin of integrated design and building projects by project scale for FY2015/16 and FY2016/17 as follows:

	FY2015/16	FY2016/17
Larger scale projects ( <i>note</i> )	35.7%	38.0%
Smaller scale projects ( <i>note</i> )	41.2%	47.6%
Overall	<u>37.6%</u>	<u>43.9%</u>

*Note:* Larger scale projects represented projects with revenue contribution of S\$500,000 or above in each financial year while smaller scale projects represented projects with revenue contribution less than S\$500,000 in each financial year.

Our gross profit amounted to approximately S\$3.6 million and approximately S\$6.5 million for FY2015/16 and FY2016/17 respectively, representing an increase of approximately 80.6%, while our gross profit margin increased from approximately 36.8% in FY2015/16 to approximately 43.6% in FY2016/17. The increase in our gross profit and the increase in our gross profit margin for FY2016/17 were primarily due to (i) the increase in our revenue due to reasons discussed above; (ii) we set our quotations and tender prices based on a relatively higher expected margin in FY2016/17 in view of the increased demand for our services as evidenced by the increase in the number of projects for which we have submitted tenders or quotations from 76 in FY2015/16 to 93 in FY2016/17; and (iii) the increase in the number of smaller scale projects (i.e. with revenue contribution less than S\$500,000 in each financial year) from 54 in FY2015/16 to 64 in FY2016/17 which generally have a relatively higher average gross profit margin than those larger scale projects (i.e. with revenue contribution of S\$500,000 or above in each financial year).

---

## FINANCIAL INFORMATION

---

During the Track Record Period, the larger scale projects normally involved substantial use of subcontractors due to the scale of labour resources required and the types of specialised works involved, while the smaller scale projects could be completed with the use of our own direct labour resources or the minimal use of subcontractors. Our Directors consider that holding all else the same, the use of our own direct labour resources (compared to engaging subcontractors) would generally lead to a higher profit margin for our Group, as a profit markup is generally factored in the fees charged by subcontractors.

### ***Other income and other gains***

Our other income and other gains increased from approximately S\$50,000 for FY2015/16 to approximately S\$182,000 for FY2016/17, representing an increase of approximately 264.0%. Such increase was mainly due to the one-off gain on disposal of available-for-sale financial assets of S\$128,000 recognised in FY2016/17 while no such gain was recognised in FY2015/16.

### ***Administrative expenses***

Our administrative expenses decreased from approximately S\$635,000 for FY2015/16 to approximately S\$618,000 for FY2016/17, representing a decrease of approximately 2.7%. Such decrease was mainly due to the decrease in entertainment and travelling expenses and the decrease in staff welfare and training expenses during FY2016/17.

### ***Finance costs***

Our finance costs decreased from S\$225 for FY2015/16 to nil for FY2016/17, which was due to the full repayment of finance leases liabilities in FY2015/16.

### ***Income tax expense***

For each of FY2015/16 and FY2016/17, our income tax expense amounted to approximately S\$340,000 and S\$918,000 respectively, representing an increase of approximately 170.0%. Such increase was primarily due to the increase in our profit before tax from approximately S\$3.0 million in FY2015/16 to approximately S\$6.1 million in FY2016/17, representing an increase of 103.3%, mainly due to our increase in revenue and gross profit as discussed above.

### ***Profit and total comprehensive income for the year***

As a result of the aforesaid and in particular the increase in our revenue and gross profit as discussed above and partly attributable to the one-off gain on disposal of available-for-sale financial assets of S\$128,000 recognised in FY2016/17, our profit and total comprehensive income for the year attributable to owners of our Company increased from approximately S\$2.6 million in FY2015/16 to approximately S\$5.2 million in FY2016/17, representing an increase of approximately 100.0%.

---

## FINANCIAL INFORMATION

---

### FY2015/16 compared with FY2014/15

#### **Revenue**

Our revenue decreased from approximately S\$13.2 million for FY2014/15 to approximately S\$9.8 million for FY2015/16, representing a decrease of 25.8%. Such decrease was mainly because:

- (i) There was a decrease in the number of integrated design and building projects with revenue contribution in FY2015/16, as demonstrated in the below table:

	<b>FY2014/15</b>	<b>FY2015/16</b>
	<i>No. of projects</i>	<i>No. of projects</i>
Projects brought forward from prior year	23	1
New projects awarded to us during the year	<u>47</u>	<u>57</u>
	<u>70</u>	<u>58</u>

- (ii) The decrease in our revenue in FY2015/16 was affected by our timing of obtaining and commencing new projects, which was in turn affected by the industry trend. According to the Ipsos Report, the total output value of the construction of medical-related facilities (i.e. hospitals, medical centres and clinics) decreased from approximately S\$2.2 billion in 2015 to approximately S\$2.1 billion in 2016 due to slight delay of construction activities on site.

#### **Costs of services/sales**

Our costs of services/sales decreased from approximately S\$8.0 million for FY2014/15 to approximately S\$6.2 million for FY2015/16, representing a decrease of 22.5%, which was lower than the decrease in our revenue by approximately 3.3 percentage points (and thus resulted in our lower gross profit margin). The following is a discussion of the changes in the key components of our costs of services/sales in FY2015/16 as compared to FY2014/15:

- (i) Our subcontracting charges decreased from approximately S\$3.4 million for FY2014/15 to approximately S\$2.6 million for FY2015/16, representing a decrease of approximately 23.5%. Such decrease was mainly due to the decrease in amount of works outsourced to subcontractors as a result of our decrease in our revenue as discussed above.



---

## FINANCIAL INFORMATION

---

- (ii) Our costs of direct materials decreased from approximately S\$2.6 million for FY2014/15 to approximately S\$1.3 million for FY2015/16, representing a decrease of approximately 50.0%. Such decrease was mainly due to the decrease in volume of construction materials used for projects in FY2015/16 as compared to that in FY2014/15.
- (iii) Our rent and consultancy fees increased from approximately S\$159,000 in aggregate for FY2014/15 to approximately S\$430,000 for FY2015/16, representing an increase of approximately 170.4%. Such increase was mainly due to the increase in the rental costs for foreign workers' dormitory during FY2015/16 and the increase in the engagement of consultants for assisting to obtain statutory approvals and certifications from government authorities during FY2015/16.

### ***Gross profit and gross profit margin***

Our gross profit and gross profit margin by business operations for FY2014/15 and FY2015/16 respectively were as follows:

	FY2014/15		FY2015/16		Gross profit margin %
	Gross profit S\$'000	% of total gross profit	Gross profit S\$'000	% of total gross profit	
Integrated design and building services	5,147	97.6	40.0	97.4	37.6
Maintenance and other services	116	2.2	35.9	2.0	19.3
Sales of tools and materials	<u>10</u>	<u>0.2</u>	<u>20.0</u>	<u>0.6</u>	<u>24.7</u>
Total	<u>5,273</u>	<u>100.0</u>	<u>39.8</u>	<u>100.0</u>	<u>36.8</u>

Our gross profit margin of integrated design and building projects by project scale for FY2014/15 and FY2015/16 as follows:

	FY2014/15	FY2015/16
Larger scale projects ( <i>note</i> )	27.6%	35.7%
Smaller scale projects ( <i>note</i> )	44.1%	41.2%
Overall	<u>40.0%</u>	<u>37.6%</u>

*Note:* Larger scale projects represented projects with revenue contribution of S\$500,000 or above in each financial year while smaller scale projects represented projects with revenue contribution less than S\$500,000 in each financial year.

---

## FINANCIAL INFORMATION

---

Our gross profit amounted to approximately S\$5.3 million and approximately S\$3.6 million for FY2014/15 and FY2015/16 respectively, representing a decrease of approximately 32.1%, and our gross profit margin decrease from approximately 39.8% in FY2014/15 to approximately 36.8% in FY2015/16. The decrease in our gross profit and the decrease in our gross profit margin were primarily due (i) to the decrease in revenue due to reasons as discussed above; and (ii) the decrease in the number of smaller scale projects (i.e. with revenue contribution less than S\$500,000 in each financial year) from 67 in FY2014/15 to 54 in FY2015/16 which generally have a relatively higher average gross profit margin than those larger scale projects (i.e. with revenue contribution over S\$500,000 in each financial year).

### ***Other income and other gains***

Our other income and other gains increased from approximately S\$23,000 for FY2014/15 to approximately S\$50,000 for FY2015/16, representing an increase of approximately 117.4%. Such increase was mainly due to dividend income from available-for-sale financial assets of approximately S\$40,000 recognised in FY2015/16 while there was no such dividend income in FY2014/15.

### ***Administrative expenses***

Our administrative expenses decreased from approximately S\$1.2 million for FY2014/15 to approximately S\$0.6 million for FY2015/16, representing a decrease of approximately 50.0%. Such decrease was mainly due to the decrease in staff costs as salaries and benefits to Mr. Ang Hwa Koon, the then shareholder of Hwa Koon, of approximately S\$500,000 was charged to profit or loss in FY2014/15 while there was no such payment in FY2015/16. Having considered Mr. Ang Hwa Koon's plan to gradually retire from our Group due to his age, such amount was paid to Mr. Ang Hwa Koon, the founder of our Group, in view of his continuous contribution to the business development and management of Hwa Koon since 1979. Mr. Ang Hwa Koon then formally retired and transferred all of his shares in Hwa Koon to Mr. KM Ang in February 2015.

### ***Finance costs***

Our finance costs decreased from approximately S\$2,300 for FY2014/15 to S\$225 for FY2015/16, which was due to the decrease in the outstanding balances of our finance leases liabilities upon our repayment.

---

## FINANCIAL INFORMATION

---

### ***Income tax expense***

For each of FY2014/15 and FY2015/16, our income tax expense amounted to approximately S\$653,000 and S\$340,000 respectively, representing a decrease of approximately 47.9%. Such decrease was primarily due to the decrease in our profit before tax from approximately S\$4.1 million in FY2014/15 to approximately S\$3.0 million in FY2015/16, representing a decrease of 26.8%, mainly due to our decrease in revenue and gross profit as discussed above.

### ***Profit and total comprehensive income for the year***

As a result of the aforesaid and in particular the decrease in our revenue and gross profit as discussed above, our profit and total comprehensive income for the year attributable to owners of our Company decreased from approximately S\$3.5 million in FY2014/15 to approximately S\$2.6 million in FY2015/16, representing a decrease of approximately 25.7%.

### **LIQUIDITY AND CAPITAL RESOURCES**

Our principal sources of funds have historically been our equity capital, cash generated from our operations and borrowings. Our primary liquidity requirements are to finance our working capital needs, and fund our capital expenditures and growth of our operations. Going forward, we expect these sources to continue to be our principal sources of liquidity, and we may use a portion of the proceeds from the Share Offer to finance a portion of our liquidity requirements.

As at 31 January 2018, being the most recent practicable date for the purpose of the disclosure of our liquidity position, we had cash and bank balances and restricted bank deposit of approximately S\$4.4 million and we had no banking facilities available for cash drawdown.

---

## FINANCIAL INFORMATION

---

### Cash flows

The following table sets forth a summary of our cash flows for the periods indicated:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2016 S\$'000 (unaudited)	Three months ended 30 September 2017 S\$'000
Net cash from/(used in)					
operating activities	3,482	1,564	3,684	(256)	106
Net cash (used in)/from investing					
activities	(4)	(2,057)	1,953	707	(178)
Net cash used in financing activities	<u>(1,469)</u>	<u>(2,163)</u>	<u>(2,721)</u>	<u>(438)</u>	<u>—*</u>
Net increase/(decrease) in cash and					
cash equivalents	2,009	(2,656)	2,916	13	(72)
Cash and cash equivalents at					
beginning of year/period	<u>1,743</u>	<u>3,752</u>	<u>1,095</u>	<u>1,095</u>	<u>4,011</u>
Cash and cash equivalents at end of					
year/period	<u><u>3,752</u></u>	<u><u>1,095</u></u>	<u><u>4,011</u></u>	<u><u>1,108</u></u>	<u><u>3,939</u></u>

\* The amount was less than S\$1,000.

### **Cash flows from operating activities**

Our operating cash inflows is primarily derived from our revenue from our business operations, whereas our operating cash outflows mainly includes payment for purchase of materials, subcontracting charges, staff costs, as well as other working capital needs. Net cash generated from operating activities primarily consisted of profit before taxation adjusted for depreciation for property, plant and equipment, finance costs, dividend income, interest income, gain on disposal of available-for-sale financial assets, gain on disposal of property, plant and equipment and the effect of changes in working capital such as changes in trade receivables, other receivables, deposits and prepayments, trade and other payables, amounts due from or to customers for construction work, amounts due from or to related parties and income taxes paid.

---

## FINANCIAL INFORMATION

---

The following table sets forth a reconciliation of our profit before income tax to net cash from operating activities:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2016	Three months ended 30 September 2017
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
				(unaudited)	
Profit/(loss) before taxation	4,120	3,021	6,068	1,753	(191)
Adjustments for:					
Depreciation of property, plant and equipment	78	76	99	22	30
Finance costs	2	–	–	–	–
Dividend income	–	(40)	(27)	(15)	–
Interest income	–	–	–*	–	(2)
Gain on disposal of available-for-sale financial assets	–	–	(128)	(29)	–
Gain on disposal of property, plant and equipment	–	–	(5)	–	–
	<u>–</u>	<u>–</u>	<u>(5)</u>	<u>–</u>	<u>–</u>
Operating cash flow before movement in working capital	4,200	3,057	6,007	1,730	(164)
Increase in trade receivables	(473)	(353)	(1,156)	(1,441)	(857)
Decrease/(increase) in other receivables, deposits and prepayments	281	(32)	8	(41)	(570)
Decrease/(increase) in amounts due from customers for construction work	449	(1,189)	(699)	(940)	(554)
(Increase)/decrease in amounts due from related parties	(21)	45	–	–	–
Decrease in amounts due to related parties	(10)	–	–	–	–
Increase in trade and other payables	408	357	212	402	1,684
(Decrease)/increase in amounts due to customers for construction work	(961)	276	(304)	34	567
	<u>(961)</u>	<u>276</u>	<u>(304)</u>	<u>34</u>	<u>567</u>
Cash generated from operations	3,873	2,161	4,068	(256)	106
Income taxes paid	(391)	(597)	(384)	–	–
	<u>(391)</u>	<u>(597)</u>	<u>(384)</u>	<u>–</u>	<u>–</u>
Net cash from/(used in) operating activities	<u>3,482</u>	<u>1,564</u>	<u>3,684</u>	<u>(256)</u>	<u>106</u>

\* The amount was less than S\$1,000.

---

## FINANCIAL INFORMATION

---

For FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the respective differences between our profit before taxation and net cash from operating activities were mainly due to the amount and timing of receipts from our customers and the amount and timing of payments to our suppliers.

### *Cash flows from investing activities*

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2016	Three months ended 30 September 2017
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
				(unaudited)	
Payment for acquiring available-for-sale financial assets	-	(1,606)	-	-	-
Proceeds from disposal of available-for-sale financial assets	-	-	1,734	702	-
Purchase of property, plant and equipment	(4)	(99)	(160)	(10)	(5)
Proceeds from disposal of property, plant and equipment	-	-	5	-	-
Advances to related parties	-	(392)	-	-	-
Repayment of advances to related parties	-	-	347	-	-
Dividends received	-	40	27	15	-
Interest received	-	-	-	-	2
Placement of pledged bank deposit	-	-	-	-	(175)
 Net cash (used in)/from investing activities	 <u>(4)</u>	 <u>(2,057)</u>	 <u>1,953</u>	 <u>707</u>	 <u>(178)</u>

During the track record period, our cash inflows from investing activities primarily includes cash generated from proceeds from disposal of available-for-sale financial assets (being certain listed securities in Singapore) and from the disposal of our property, plant and equipment, dividend received from available-for-sale financial assets and repayment of advances to related parties whereas our cash outflows from investing activities primarily include cash used in acquiring the available-for-sale financial assets, purchase of our property, plant and equipment such as motor vehicles and advances to related parties.

For FY2014/15, we recorded net cash used in investing activities of approximately S\$4,000, which was primarily attributable to purchase of our property, plant and equipment such as computer and office equipment.

---

## FINANCIAL INFORMATION

---

For FY2015/16, we recorded net cash used in investing activities of approximately S\$2.1 million, which was primarily attributable to cash used in acquiring the available-for-sale financial assets, purchase of property, plant and equipment such as motor vehicles and advances to related parties, net off by dividend from available-for-sale financial assets.

For FY2016/17, we recorded net cash from investing activities of approximately S\$2.0 million, which was primarily attributable to cash proceeds from disposal of available-for-sale financial assets and our property, plant and equipment, and repayment of advances to related parties, net off by cash used in purchase of property, plant and equipment such as motor vehicles, computer and equipment.

For the three months ended 30 September 2017, we recorded net cash used in investing activities of approximately S\$0.2 million, which was primarily attributable to cash used in placing the restricted bank deposit as pledged item for a performance guarantee issued to a customer.

### *Cash flows from financing activities*

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2016	Three months ended 30 September 2017
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
				(unaudited)	
Interest paid	(2)	–	–	–	–
Repayment of finance lease payables	(49)	(15)	–	–	–
Repayment of advance from directors	(523)	–	(850)	(638)	–
Advance from directors	40	10	802	200	–
Advance from related parties	14	110	1,926	–	–
Repayment of advance from related parties	(294)	(138)	(1,926)	–	–
Proceeds from shares subscription in Philosophy Global	–	–	–	–	–*
Dividends paid	(655)	(2,130)	(2,673)	–	–
Net cash used in financing activities	<u>(1,469)</u>	<u>(2,163)</u>	<u>(2,721)</u>	<u>(438)</u>	<u>–*</u>

\* The amount was less than S\$1,000.

During the Track Record Period, our cash outflows from financing activities includes dividends paid, advance from and repayment of advance from our directors and related parties, and repayment of the principal of finance lease and interest expenses.

For FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, we recorded net cash used in financing activities of approximately S\$1.5 million, S\$2.2 million, S\$2.7 million and nil, which was mainly attributable to the dividends paid and repayment of advance from our directors and related parties.

---

## FINANCIAL INFORMATION

---

### Capital expenditures

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, our Group incurred capital expenditures of approximately S\$4,000, S\$99,000, S\$160,000 and S\$5,000 respectively, as set out below:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2017
	S\$'000	S\$'000	S\$'000	S\$'000
Plant and equipment	2	5	–*	2
Computer and office equipment	2	5	54	3
Motor vehicles	–	89	91	–
Furniture and fittings	–*	–	15	–*
	4	99	160	5
	4	99	160	5

\* The amount was less than S\$1,000.

Our Group's capital expenditures primarily consisted of purchase of motor vehicles for use in our business operations. Our Directors consider that further investments in motor vehicles and machinery are necessary in order to cope with our business development and increase our overall efficiency and capacity in performing building works. As such, we plan to acquire additional motor vehicles and machinery in the future, further information of which is disclosed in the section "Business – Business strategies" and "Future plans and use of proceeds" in this prospectus. Our Group plans to finance future capital expenditures primarily through the net proceeds of the Listing as well as from cash flows generated from operations.

### WORKING CAPITAL

Our Directors are of the opinion that, taking into consideration our internal resources presently available to our Group, including our existing cash and cash equivalents, cash generated from our operations, and the estimated net proceeds to be received by us from the Listing, our Group has sufficient working capital for our present requirements for at least 12 months from the date of this prospectus.



---

## FINANCIAL INFORMATION

---

### NET CURRENT ASSETS

The following table sets forth a breakdown of our Group's current assets and liabilities as at the dates indicated:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000	As at 31 January 2018 S\$'000 (unaudited)
<b>Current assets</b>					
Available-for-sale financial assets	–	1,510	–	–	–
Trade receivables	1,969	2,322	3,478	4,335	2,827
Other receivables, deposits and prepayments	52	85	77	647	142
Amounts due from customers for construction work	305	1,494	2,193	2,747	3,346
Amounts due from related parties	51	347	–	–	–
Restricted bank deposit	–	–	–	175	175
Bank balances and cash	<u>3,752</u>	<u>1,095</u>	<u>4,011</u>	<u>3,939</u>	<u>4,195</u>
<b>Total current assets</b>	<u>6,129</u>	<u>6,853</u>	<u>9,759</u>	<u>11,843</u>	<u>10,685</u>
<b>Current liabilities</b>					
Trade and other payables	846	1,203	1,415	3,099	1,287
Amounts due to customers for construction work	28	305	–	567	106
Amounts due to related parties	704	–	–	–	–
Amounts due to directors	915	721	–	–	–
Obligation under finance leases – due within one year	16	–	–	–	–
Income tax payable	<u>685</u>	<u>425</u>	<u>950</u>	<u>1,199</u>	<u>1,154</u>
<b>Total current liabilities</b>	<u>3,194</u>	<u>2,654</u>	<u>2,365</u>	<u>4,865</u>	<u>2,547</u>
<b>Net current assets</b>	<u><u>2,935</u></u>	<u><u>4,199</u></u>	<u><u>7,394</u></u>	<u><u>6,978</u></u>	<u><u>8,138</u></u>

As at 30 June 2015 and 2016, our net current assets amounted to approximately S\$2.9 million and approximately S\$4.2 million respectively. The increase was mainly due to our profitable operations during FY2015/16.

---

## FINANCIAL INFORMATION

---

As at 30 June 2016 and 2017, our net current assets amounted to approximately S\$4.2 million and approximately S\$7.4 million respectively. The increase in our net current assets was mainly due to the increase in our current assets as a result of our business growth and our profitable operation during FY2016/17, with the combined effect of the decrease in our current liabilities as a result of, among other things, the decrease in amounts due to directors.

As at 30 September 2017, our net current assets amounted to approximately S\$7.0 million which was lower than our net current assets as at 30 June 2017. The decrease in our net current assets was mainly due to the increase in our current liabilities as a result of, among other things, the recognition of accrued listing expenses of approximately S\$1.3 million under trade and other payables.

As at 31 January 2018, being the latest practicable date for ascertaining our net current assets position, our net current assets amounted to approximately S\$8.1 million, which was higher than our net current assets as at 30 September 2017 due to the decrease in our current liabilities as a result of the decrease in accrued listing expenses as compared to that as at 30 September 2017.

Further discussions of the fluctuations in the key components of our net current assets are set forth in the following paragraphs.

### DISCUSSION ON SELECTED BALANCE SHEET ITEMS

#### Available-for-sale financial assets

Available-for-sale financial assets include the following:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000
Listed equity securities in Singapore	<u>–</u>	<u>1,510</u>	<u>–</u>	<u>–</u>

Available-for-sale financial assets were securities listed on the Singapore Exchange Limited, which were purchased with our idle funds during FY2015/16.

All available-for-sale financial assets were disposed of during FY2016/17. Our Group does not have any intention to engage in any trading or speculative activities in securities or financial products in the future.

---

## FINANCIAL INFORMATION

---

### Trade receivables

Our trade receivables as at 30 June 2015, 2016 and 2017 and for the three months ended 30 September 2017 amounted to approximately S\$2.0 million, approximately S\$2.3 million, approximately S\$3.5 million and approximately S\$4.3 million respectively. The following table sets forth a breakdown of our trade receivables:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000
Trade receivables	1,790	2,279	3,333	4,189
Retention receivables	156	16	145	146
Unbilled revenue	<u>23</u>	<u>27</u>	<u>-</u>	<u>-</u>
	<u>1,969</u>	<u>2,322</u>	<u>3,478</u>	<u>4,335</u>

Our trade receivables increased from approximately S\$1.8 million as at 30 June 2015 to approximately S\$2.3 million as at 30 June 2016, despite the decrease in revenue from approximately S\$13.2 million for FY2014/15 to approximately S\$9.8 million for FY2015/16. This was mainly due to invoices amounting to approximately S\$2.1 million being issued to customers in April to June 2016 (compared with S\$1.4 million in April to June 2015) as a result of our actual works performance during such periods. Our trade receivables increased to approximately S\$3.3 million as at 30 June 2017, which was primarily due to (i) our business growth as evidenced by our increase in revenue from approximately S\$9.8 million for FY2015/16 to approximately S\$14.9 million for FY2016/17; and (ii) the fluctuation of the amount settled by different customers to us as at the respective reporting dates due to the actual works progress of our ongoing projects, the amounts certified and settled by the relevant customers as at the respective reporting dates as well as the different credit periods granted by us. Our credit terms offered to customers generally ranged from 30 to 90 days. For details of our credit terms offered to our major customers, please refer to the section headed “Business – Customers – Top customers” in this prospectus.

---

## FINANCIAL INFORMATION

---

Our trade receivables was approximately S\$4.2 million as at 30 September 2017 which was mainly comprised of (i) approximately S\$0.9 million past due trade receivables as at 30 June 2017 which was 100.0% settled subsequently as at the Latest Practicable Date; and (ii) approximately S\$3.3 million of invoices being issued to customers in July to September 2017 which was 100.0% settled subsequently as at the Latest Practicable Date.

### ***Retention receivables***

For projects awarded by construction contractors, some of our customers may, depending on the contract terms, hold up a certain percentage of each payment made to us as retention money. Retention money is normally equivalent to 10% of the value of works done and subject to a maximum of 5% of the total contract sum. Typically, half of the retention money is released upon the completion of the project and the remaining half is released upon expiry of the warranty period. The fluctuation of our retention receivables as at 30 June 2015, 2016, 2017 and 30 September 2017 was mainly due to different duration and different size of the integrated design and building projects awarded by construction contractors during the Trade Record Period.

### ***Unbilled revenue***

Unbilled revenue arises when revenue had been recognised but not yet billed to our customers as at the respective year end dates. We recorded unbilled revenue of approximately S\$23,000, S\$27,000, nil and nil as at 30 June 2015, 2016, 2017 and 30 September 2017 respectively as a result of the aforesaid billing procedures.

### ***Concentration***

As at 30 June 2015, 2016, 2017 and 30 September 2017, there were 3, 2, 2 and 4 customer(s) which individually contributed over 10% of our trade receivables, respectively. The aggregate amounts of trade receivables from these customers amounted to 64.1%, 78.9%, 47.7% and 62.4% of our total trade receivables as at 30 June 2015, 2016, 2017 and 30 September 2017 respectively. For further information regarding our customer concentration risk and our Directors' view as to the sustainability of our business model in view of our customer concentration, please refer to the section headed "Business – Customers – Customer concentration" in this prospectus.

---

## FINANCIAL INFORMATION

---

### *Trade receivables turnover days*

The following table sets forth our trade receivables turnover days during the Track Record Period:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2017
Trade receivables turnover days ( <i>Note</i> )	53.9 days	75.8 days	68.6 days	85.7 days

*Note:* Trade receivables turnover days is calculated based on the average of the beginning and ending balance of trade receivables (not including retention receivables and unbilled revenue) divided by revenue during the year/period, then multiplied by the number of days of the year (i.e. 365 days for a full year or 92 days for the three months ended 30 September 2017).

The credit period that we granted to customers generally ranged from 30 to 90 days. Our trade receivables turnover days were approximately 53.9 days for FY2014/15, approximately 75.8 days for FY2015/16, approximately 68.6 days for FY2016/17 and approximately 85.7 days for the three months ended 30 September 2017. Such fluctuation was mainly due to the fluctuation of the amounts settled by different customers to us as at the respective reporting dates due to the actual works progress of our ongoing projects, the amounts certified and settled by the relevant customers as at the respective reporting dates as well as the different credit periods granted by us.

### *Trade receivables ageing analysis and subsequent settlement*

The ageing analysis of our trade receivables based on invoice date is as follows:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000
Within 30 days	1,217	1,640	1,180	1,627
31 – 60 days	112	352	600	1,169
61 – 90 days	70	117	750	483
91 – 180 days	20	165	476	516
181 – 365 days	149	5	327	394
Over 1 year but not more than 2 years	222	–	–	–
	<u>1,790</u>	<u>2,279</u>	<u>3,333</u>	<u>4,189</u>

---

## FINANCIAL INFORMATION

---

The ageing analysis of our trade receivables which were past due but not impaired based on invoice date is as follows:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000
Within 30 days	–	–	–	–
31 – 60 days	58	2	28	839
61 – 90 days	2	48	476	480
91 – 180 days	20	165	476	516
181 – 365 days	149	5	327	394
Over 1 year but not more than 2 years	<u>222</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<u>451</u>	<u>220</u>	<u>1,307</u>	<u>2,229</u>

Approximately 74.8%, 90.3%, 60.8% and 46.8% of our trade receivables as at 30 June 2015, 2016, 2017 and 30 September 2017 were neither past due nor impaired. During the Track Record Period, our trade receivables which were aged more than 60 days were related to a number of independent customers that had good track record of credit with us. Our trade receivables which were aged over 90 days were approximately S\$391,000 as at 30 June 2015, S\$170,000 as at 30 June 2016, S\$803,000 as at 30 June 2017 and S\$910,000 as at 30 September 2017, which was mainly attributable to the relevant customers' longer internal procedures as indicated by such customers, which delayed the settlement to us.

---

## FINANCIAL INFORMATION

---

Up to the Latest Practicable Date, 100.0% of our trade receivables as at 30 September 2017 had been settled:

	<b>Trade receivable as at 30 September 2017 S\$'000</b>	<b>Subsequent settlement up to the Latest Practicable Date S\$'000</b>	<b>%</b>
Neither past due nor impaired	1,960	1,960	100.0
<i>Past due, grouped based on invoice date:</i>			
Within 30 days	–	–	–
31 – 60 days	839	839	100.0
61 – 90 days	480	480	100.0
91 – 180 days	516	516	100.0
181 – 365 days	394	394	100.0
	4,189	4,189	100.0

Approximately 45.5%, 57.7%, 51.0% and 58.6% of our revenue for each of FY2014/15, FY2015/16, FY2016/17 and for the three months ended 30 September 2017 was generated from public sector projects which carries little or no risk of default in the opinion of our Directors. Our Directors consider that the credit risk faced by us is mainly in relation to the collectability of receivables from private customers. Our credit terms offered to customers generally ranged from 30 to 90 days. For our credit risk management, please refer to the section headed “Business – Risk management and internal controls systems – Credit risk management” in this prospectus.

We assess at end of each reporting period whether there is any objective evidence that trade receivables are impaired. We determine the provision for impairment of trade receivables on a case-by-case basis having regard to a number of factors, including the ageing of the receivable balance, results of follow-up procedures, customers’ credit history, customers’ financial position, and the current market condition.

---

## FINANCIAL INFORMATION

---

No provision for impairment loss was recognised in respect of our trade receivables because our Directors are of the view that all trade receivables can be recovered having taken into account, among other factors, that:

- (i) our Directors confirm that there has been no dispute or disagreement with regard to the value or stage of completion of projects between our Group and our customers;
- (ii) with respect to trade receivables which were neither past due or past due within 90 days as at 30 September 2017, our Directors consider that the subsequent settlement rates as shown in the above table are in good standing and that the amounts that remain outstanding are recoverable; and
- (iii) with respect to trade receivables which were past due between 91 and 365 days as at 30 September 2017, our Directors consider that the subsequent settlement rates as shown in the above table are in good standing. We had actively followed up with the relevant customers and our Directors consider that such trade receivables are recoverable having regard to our continuing business relationship with the relevant customers, their business scale, their past payment records and there was no apparent financial and cash flows issues of the relevant customers as indicated to our Directors. Our Directors confirm that there were no disputes from such customer on the outstanding amounts payable to us. In view of the lack of timely responses to our follow-up actions from such customer, further active follow-up actions, including written payment reminders and active communications with it, will continue until full settlement of the outstanding balance.

### **Amounts due from/(to) customers for construction work**

When contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from customers for construction work. When progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to customers for construction work.



---

## FINANCIAL INFORMATION

---

The following table sets out the amounts due from/(to) customers for construction work:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000
Contract costs incurred plus recognised profits less recognised losses	583	2,739	5,791	7,838
Less: progress billings	<u>(306)</u>	<u>(1,550)</u>	<u>(3,598)</u>	<u>(5,658)</u>
	<u>277</u>	<u>1,189</u>	<u>2,193</u>	<u>2,180</u>
Analysed for reporting purposes as:				
Amounts due from customers on construction work	305	1,494	2,193	2,747
Amounts due to customers on construction work	<u>(28)</u>	<u>(305)</u>	<u>-</u>	<u>(567)</u>
Balance at end of the year/period	<u><u>277</u></u>	<u><u>1,189</u></u>	<u><u>2,193</u></u>	<u><u>2,180</u></u>

Our amounts due from customers on construction work increased from approximately S\$0.3 million as at 30 June 2015 to S\$1.5 million as at 30 June 2016 and to approximately S\$2.2 million as at 30 June 2017 and further increased to approximately S\$2.7 million as at 30 September 2017, mainly because of the actual works progress of our ongoing projects near each financial year end. For amounts due from customers on construction work as at 30 June 2016, construction costs of S\$1.0 million was incurred for our projects undertaken for various major customers including Customer C, QST Technologies Pte. Ltd., Siemens Group and Canon Medical Systems Asia Pte. Ltd. in May and June 2016. For amounts due from customers on construction work as at 30 June 2017, construction costs of S\$1.1 million was incurred for our project undertaken for National University Hospital which commenced works in June 2017. For amounts due from customers on construction work as at 30 September 2017, construction costs of S\$2.2 million was incurred for our projects undertaken for various major customers including Customer D, National University Hospital and Penta-Ocean Construction Company Limited in August and September 2017. Our Directors confirm that there has been no material delay or difficulties in our Group's progress billing process or construction progress during the Track Record Period.

---

## FINANCIAL INFORMATION

---

### *Settlement of such amounts*

In respect of the amounts due from customers for construction work of approximately S\$0.3 million as at 30 June 2015, progress billings had subsequently taken place and had become our trade receivables during FY2015/16, and such amounts had been fully settled by the relevant customers during FY2015/16 and FY2016/17.

In respect of the amounts due from customers for construction work of approximately S\$1.5 million as at 30 June 2016, progress billings had subsequently taken place and such amounts had become our trade receivables during FY2016/17, and approximately S\$1.5 million (equivalent to approximately 97%) had been settled by the relevant customers during FY2016/17 and the remaining amount had been settled by the relevant customer in September 2017.

Of the amounts due from customers for construction work of approximately S\$2.2 million as at 30 June 2017, progress billings had subsequently taken place and had become our trade receivables, and approximately S\$2.2 million (equivalent to approximately 99%) had been settled by the relevant customers up to the Latest Practicable Date.

Of the amounts due from customers for construction work of approximately S\$2.7 million as at 30 September 2017, approximately S\$2.4 million (equivalent to approximately 86%) had been subsequently billed up to the Latest Practicable Date. Of such amount of approximately S\$2.4 million where subsequent billings had taken place, approximately S\$2.0 million had been subsequently settled by the relevant customers up to the Latest Practicable Date.

---

## FINANCIAL INFORMATION

---

### Trade and other payables

Our trade and other payables as at 30 June 2015, 2016, 2017 and 30 September 2017 amounted to approximately S\$0.8 million, approximately S\$1.2 million, approximately S\$1.4 million and approximately S\$3.1 million respectively. The following table sets forth a breakdown of our trade and other payables:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000
Trade payables	193	836	1,093	638
Trade accruals	<u>480</u>	<u>161</u>	<u>39</u>	<u>749</u>
	<u>673</u>	<u>997</u>	<u>1,132</u>	<u>1,387</u>
Accrued operating expenses	12	7	66	51
Accrued listing expense	-	-	-	1,293
Other payables				
Advanced billing	7	11	-	-
GST payable	96	103	94	195
Payroll and CPF payable	46	60	115	173
Others	<u>12</u>	<u>25</u>	<u>8</u>	<u>-</u>
	<u>173</u>	<u>206</u>	<u>283</u>	<u>1,712</u>
	<u><u>846</u></u>	<u><u>1,203</u></u>	<u><u>1,415</u></u>	<u><u>3,099</u></u>

### Trade payables

Our trade payables mainly comprised payables to subcontractors and suppliers of building and construction materials.

Our trade payables increased from approximately S\$193,000 as at 30 June 2015 to S\$836,000 as at 30 June 2016 and further increased to approximately S\$1.1 million as at 30 June 2017 and decreased to approximately S\$638,000 as at 30 September 2017, mainly because of the actual works performed by our subcontractors near each year end. In particular, for trade payables as at 30 June 2017 and 30 September 2017, S\$470,000 and S\$201,000 was billed by our subcontractors respectively, for our project undertaken for National University Hospital which commenced works in June 2017.

---

## FINANCIAL INFORMATION

---

### *Trade payables turnover days*

The following table sets out our trade payables turnover days during the Track Record Period:

	FY2014/15	FY2015/16	FY2016/17	Three months ended 30 September 2017
Trade payables turnover days ( <i>Note</i> )	12.3 days	30.4 days	41.8 days	35.3 days

*Note:* Trade payables turnover days is calculated based on the average of the beginning and ending balance of trade payables (not including accruals and other payables) divided by costs of services/sales for the year/period, then multiplied by the number of days of the year/period (i.e. 365 days for a full year or 92 days for the three months ended 30 September 2017).

Our trade payables turnover days were approximately 12.3 days for FY2014/15, approximately 30.4 days for FY2015/16, approximately 41.8 days for FY2016/17 and approximately 35.3 days for the three months ended 30 September 2017, which was primarily affected by (i) the increase in trade payables balance near the respective year end dates as discussed above; and (ii) the different credit periods granted by different suppliers. We are usually granted by suppliers a credit period ranging from 14 to 90 days or payable upon delivery.

### *Trade payables ageing analysis and subsequent settlement*

The following table sets forth an ageing analysis of trade payables based on the invoice dates:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000
Within 90 days	193	827	1,093	597
91 – 180 days	—	9	—	41
	<u>193</u>	<u>836</u>	<u>1,093</u>	<u>638</u>

Up to the Latest Practicable Date, all of our trade payables as at 30 September 2017 had been settled.

---

## FINANCIAL INFORMATION

---

### ***Trade accruals***

Trade accruals refers to costs of services relating to building and construction works which had been recognised but for which we had not yet received invoices from our subcontractors as at 30 June 2015, 2016, 2017 and 30 September 2017 respectively. Typically, such amounts arose when services had been performed and rendered by subcontractors as at year-end but we had not yet received invoices from them.

### ***Other payables and accruals***

Other payables and accruals (including accrued operating expenses, goods and services tax (GST) payable (being a consumption tax that is levied on import of goods into Singapore and nearly all supplies of goods and services in Singapore at a prevailing rate of 7%), payroll payables and others, in aggregate) increased from approximately S\$173,000 as at 30 June 2015 to approximately S\$206,000 as at 30 June 2016 and then further increase to S\$283,000 as at 30 June 2017. The increase was mainly due to the increase in payroll payable as at each year end date.

Our other payables and accruals further increased to S\$1.7 million as at 30 September 2017, which was mainly due to the recognition of accrued listing expenses of approximately S\$1.3 million during the period.

### **Amounts due from/(to) related parties**

Amounts due from/(to) related parties comprised of amounts due from/(to) Mr. Ong Cher Tiok and amounts due from/(to) Shieldtech Engineering & Construction Sdn. Bhd. (“Shieldtech”), details of which are summarised in note 19 to the accountants’ report set out in Appendix I to this prospectus.

Amounts due from/(to) Mr. Ong Cher Tiok, being Mr. Ryan Ong’s father, are non-trade related, unsecured, non-interest bearing and without a fixed repayment term. During the Track Record Period, such amounts represented either cash advanced by the Mr. Ong Cher Tiok to our Group for working capital purpose or cash advanced by our Group for Mr. Ong Cher Tiok’s personal use. All outstanding balance had been fully settled as of 30 June 2017.

Amounts due from/(to) Shieldtech (a company in which Mr. Ong Cher Tiok had a controlling equity interest until March 2017) are trade related and have arisen from the related party transactions conducted between our Group and such related company. Such related party transactions included (i) sales of tools and materials such as radiation shielding products; and (ii) the purchase of radiation shielding materials by us from the related company in our ordinary course of business. For further details of such related party transactions, please refer to the section headed “Financial information – Related party transactions” below.

---

## FINANCIAL INFORMATION

---

### INDEBTEDNESS

The following table sets forth our Group's indebtedness as at the respective dates indicated. As of 31 January 2018, being the latest practicable date for this indebtedness statement, save as disclosed below under this sub-section headed "Indebtedness", we do not have any debt securities issued and outstanding or authorised or otherwise created but unissued, term loans, other borrowings or indebtedness in the nature of borrowing including bank overdrafts and liabilities under acceptances, acceptance credits, hire purchase commitments, mortgages, charges, other material contingent liabilities or guarantees. Our Directors confirmed that we had neither experienced any difficulties in obtaining or repaying, nor breached any major covenant or restriction of our bank loans or other bank facilities during the Track Record Period. As at the Latest Practicable Date, there are no material covenants related to our outstanding debts that would materially limit our ability to undertake additional debt or equity financing. Our Directors confirmed that there has not been any material change in our indebtedness or contingent liabilities since 31 January 2018 and up to the date of this prospectus. Our Directors confirmed that as at the Latest Practicable Date, we did not have any immediate plan for additional material external debt financing.

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000	As at 31 January 2018 S\$'000
					(unaudited)
<b>Current liabilities</b>					
Obligation under finance leases	16	-	-	-	-
Amounts due to related parties	704	-	-	-	-
Amounts due to directors	<u>915</u>	<u>721</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>1,635</u>	<u>721</u>	<u>-</u>	<u>-</u>	<u>-</u>

### Obligation under finance leases

During the Track Record Period, we purchased certain motor vehicles by way of finance lease arrangements. Under these finance lease arrangements, our creditors purchased the motor vehicles from the suppliers or us (as the case may be) and leased back those machinery and motor vehicles to us at stipulated monthly rents in a fixed term. Under such arrangements, we were given the options to purchase the motor vehicles for nominal amounts at the end of the respective lease terms.

---

## FINANCIAL INFORMATION

---

Since the terms of these finance leases transfer substantially all the risks and rewards of ownership of the motor vehicles to our Group as the lessee, the relevant motor vehicles were accounted for as our Group's assets under the category of property, plant and equipment.

As at 30 June 2015, our Group had obligations under finance leases repayable as follows:

	<b>As at 30 June 2015</b>	
	<b>Present</b>	
	<b>value of the</b>	<b>Total</b>
	<b>minimum</b>	<b>minimum</b>
	<b>lease</b>	<b>lease</b>
	<b>payment</b>	<b>payments</b>
	<i>S\$'000</i>	<i>S\$'000</i>
Within one year	16	16
In the second to fifth year, inclusive	–	–
Less: total future interest expenses	–	–
Present value of lease obligations		16

For FY2014/15 and FY2015/16, the effective interest rate was 6% per annum for our finance leases facilities. During FY2015/16, the finance leases payables were fully settled and there were no new finance lease facilities obtained since then. As at 30 June 2016 and 2017, 30 September 2017 and 31 January 2018, our Group had no obligations under finance leases.

Our finance leases were secured by certain motor vehicles. As at 30 June 2015, the net book value of our motor vehicles under finance leases amounted to approximately S\$101,000, representing approximately 100% of the total net book value of our motor vehicles as at 30 June 2015.

### **Amounts due to directors**

Details of the amounts due to directors are summarised in note 19 to the accountants' report set out in Appendix I to this prospectus.

The amounts due to directors are non-trade related, unsecured, non-interest bearing and without a fixed repayment term. During the Track Record Period, such amounts represented cash advanced by the directors to our Group for working capital purpose. All outstanding balance had been fully settled as of 30 June 2017.

---

## FINANCIAL INFORMATION

---

### Operating lease commitments

#### *Group as lessee*

As at 30 June 2015, 2016, 2017, 30 September 2017 and 31 January 2018, the total future minimum lease payments payable by our Group (as lessee) under non-cancellable operating leases is as follows:

	As at 30 June 2015 S\$'000	As at 30 June 2016 S\$'000	As at 30 June 2017 S\$'000	As at 30 September 2017 S\$'000	As at 31 January 2018 S\$'000 (unaudited)
Within one year	40	40	78	64	48
After one year but within two years	-	-	13	3	-
	<u>40</u>	<u>40</u>	<u>91</u>	<u>67</u>	<u>48</u>

The leases were in relation to staff dormitories and typically run for an initial period of one to two years. The lease does not include contingent rentals.

#### **Contingent liabilities**

As at the Latest Practicable Date, we have provided a performance guarantee to a customer by way of performance bonds amounting to approximately S\$174,000. The performance guarantee was secured by restricted bank deposits of S\$175,000 under a bank in Singapore.

#### **Off-balance sheet arrangements and commitments**

As at the Latest Practicable Date, we did not have any off-balance sheet arrangements or commitments.



---

## FINANCIAL INFORMATION

---

### KEY FINANCIAL RATIOS

	FY2014/15 or as at 30 June 2015	FY2015/16 or as at 30 June 2016	FY2016/17 or as at 30 June 2017	Three months ended 30 September 2017 or as at 30 September 2017
Revenue growth	N/A	(26.1)%	52.5%	(9.8)%
Net profit growth	N/A	(22.7)%	92.1%	(129.3)%
Gross profit margin	39.8%	36.8%	43.6%	44.0%
Net profit margin before interest and tax	31.1%	30.9%	40.6%	(4.7)%
Net profit margin	26.2%	27.4%	34.5%	(10.9)% <sup>(Note 1)</sup>
Return on equity	96.7%	55.1%	63.5%	(5.7)% <sup>(Note 2)</sup>
Return on total assets	51.0%	35.6%	49.0%	(3.5)% <sup>(Note 3)</sup>
Current ratio	1.9	2.6	4.1	2.4
Quick ratio	1.9	2.6	4.1	2.4
Inventories turnover days	N/A	N/A	N/A	N/A
Trade receivables turnover days	53.9	75.8	68.6	85.7
Trade payables turnover days	12.3	30.4	41.8	35.3
Gearing ratio	45.6%	14.8%	0.0%	0.0%
Net debt to equity ratio	Net cash	Net cash	Net cash	Net cash
Interest coverage	1,771.7	13,429.0	N/A	N/A

*Notes:*

1. Our net profit margin for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 33.7%.
2. Our return on equity for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 17.7%.
3. Our return on total assets for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 10.8%.

### Revenue growth

Please refer to the paragraph headed “Period-to-period comparison of results of operations” in this section for the reasons for the fluctuation in our revenue.

---

## FINANCIAL INFORMATION

---

### **Net profit growth**

Please refer to the paragraph headed “Period-to-period comparison of results of operations” in this section for the reasons for the fluctuation in our net profit.

### **Gross profit margin**

Please refer to the paragraph headed “Period-to-period comparison of results of operations” in this section for the reasons for the fluctuation in our gross profit margin.

### **Net profit margin before interest and tax**

Our net profit margin before interest and tax decreased from approximately 31.1% for FY2014/15 to approximately 30.9% for FY2015/16, mainly due to the decrease in our gross profit margin as discussed in the paragraph headed “Period-to-period comparison of results of operations” in this section.

Our net profit margin before interest and tax increased from approximately 30.9% for FY2015/16 to approximately 40.6% for FY2016/17. Such increase was mainly due to the increase in our gross profit margin as discussed in the paragraph headed “Period-to-period comparison of results of operations” in this section.

Our net profit margin before interest and tax decreased from approximately 39.2% for the three months ended 30 September 2016 to approximately (4.7)% for the three months ended 30 September 2017. Such decrease was mainly due to the recognition of listing expenses of approximately S\$1.8 million during the three months ended 30 September 2017. The net profit margin before interest and tax for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 39.8%, which is similar to the net profit margin before interest and tax for the three months ended 30 September 2016.

### **Net profit margin**

Our net profit margin increased from approximately 26.2% for FY2014/15 to approximately 27.4% for FY2015/16. Despite the decrease in our net profit margin before interest and tax for FY2015/16 compared with FY2014/15, the increase in our net profit margin was mainly due to the tax deduction in FY2015/16 under the Productivity and Innovation Credit Scheme in Singapore.

Our net profit margin further increased from approximately 27.4% for FY2015/16 to approximately 34.5% for FY2016/17, which was mainly due to the increase in our net profit margin before interest and tax as mentioned above.

---

## FINANCIAL INFORMATION

---

Our net profit margin decreased from approximately 33.5% for the three months ended 30 September 2016 to approximately (10.9)% for the three months ended 30 September 2017 was mainly due to (i) the decrease in our net profit margin before interest and tax as discussed above; and (ii) the tax effect of the non-deductible listing expenses incurred during the three months ended 30 September 2017. The net profit margin for the three months ended 30 September 2017 after excluding the listing expenses would be approximately 33.7%, which is similar to the net profit margin for the three months ended 30 September 2016.

### **Return on equity**

Return on equity is calculated as profit for the year divided by the ending total equity as at the respective reporting dates.

Our return on equity decreased from approximately 96.7% for FY2014/15 to approximately 55.1% for FY2015/16 was mainly due to (i) the decrease in the profit for the year from S\$3.5 million for FY2014/15 to S\$2.7 million for FY2015/16; and (ii) the issuance of shares during FY2015/16 which resulted in the increase of the total equity as at 30 June 2016.

Our return of equity increased from approximately 55.1% for FY2015/16 to approximately 63.5% for FY2016/17 was mainly due to the increase in the profit for the year from S\$2.7 million for FY2015/16 to S\$5.2 million for FY2016/17.

Our return of equity decreased to approximately (5.7)% for the three months ended 30 September 2017 which was mainly due to the recognition of listing expenses of approximately S\$1.8 million during the three months ended 30 September 2017.

### **Return on total assets**

Return on total assets is calculated as profit for the year divided by the ending total assets as at the respective reporting dates.

Our return on total assets decreased from approximately 51.0% for FY2014/15 to approximately 35.6% for FY2015/16, and increased to approximately 49.0% for FY2016/17. Our return on total assets then decreased to approximately (3.5)% for the three months ended 30 September 2017. The fluctuation in our return on total assets over the Track Record Period was mainly due to reasons similar to those for the change in our return on equity mentioned above.

---

## FINANCIAL INFORMATION

---

### **Current ratio**

Current ratio is calculated as current assets divided by current liabilities as at the respective reporting dates.

Our current ratio increased from approximately 1.9 times as at 30 June 2015 to approximately 2.6 times as at 30 June 2016. Such increase was mainly due to the increase in our current assets as a result of our profitable operations, as well as the fact that our current liabilities decreased as a result of our repayment of amounts due to related parties.

Our current ratio increased from approximately 2.6 times as at 30 June 2016 to approximately 4.1 times as at 30 June 2017. Such increase was mainly due to the increase in our current assets as a result of our business growth, as well as the fact that our current liabilities decreased as a result of our repayment of amounts due to directors.

Our current ratio decreased from approximately 4.1 times as at 30 June 2017 to 2.4 times as at 30 September 2017. Such decrease was mainly due to the increase in our current liabilities as a result of the increase in trade and other payables which was attributable to the recognition of accrued listing expenses of approximately S\$1.3 million.

### **Quick ratio**

Quick ratio is calculated as current assets minus inventories, then divided by current liabilities as at the respective reporting dates. Due to our business nature, we did not have any inventories during the Track Record Period. As such, our quick ratio was the same as our current ratio.

### **Inventories turnover days**

Due to the nature of our business model, we did not maintain any inventories during the Track Record Period. As such, analysis of inventories turnover days is not applicable.

### **Trade receivables turnover days**

Trade receivables turnover days is calculated based on the average of the beginning and ending balance of trade receivables (not including retention receivables and unbilled revenue) divided by revenue for the year/period, then multiplied by the number of days of the year/period (i.e. 365 days for a full year or 92 days for the three months ended 30 September 2017).

Please refer to the section “Financial information – Net current assets – Trade receivables” for the reasons for the change in our trade receivables turnover days.

---

## FINANCIAL INFORMATION

---

### **Trade payables turnover days**

Trade payables turnover days is calculated based on the average of the beginning and ending balance of trade payables (not including trade accruals) divided by direct costs for the year/period, then multiplied by the number of days of the year/period (i.e. 365 days for a full year or 92 days for the three months ended 30 September 2017).

Please refer to the paragraph headed “Net current assets – Trade and other payables” in this section for the reasons for the change in our trade payables turnover days.

### **Gearing ratio**

Gearing ratio is calculated as total borrowings (representing the sum of finance lease liabilities and amounts due to related parties and directors) divided by the total equity as at the respective reporting dates.

Our gearing ratio was approximately 45.6% as at 30 June 2015, approximately 14.8% as at 30 June 2016, nil and nil as at 30 June 2017 and 30 September 2017. The substantial decrease in our gearing ratio as at 30 June 2017 was mainly due to the repayment of amounts due to directors and related parties.

### **Net debt to equity ratio**

Net debt to equity ratio is calculated as net debts (i.e. total borrowings, including payables incurred not in the ordinary course of business, net of cash and cash equivalents) divided by total equity as at the respective reporting dates.

We recorded net cash position as at 30 June 2015, 2016, 2017 and 30 September 2017.

### **Interest coverage**

Interest coverage is calculated as profit before finance costs and income tax divided by finance costs of the respective reporting years.

Our interest coverage increased from approximately 1,771.7 times as at 30 June 2015 to approximately 13,429.0 times as at 30 June 2016, and we recorded nil finance costs as at 30 June 2017 and 30 September 2017, due to our full settlement of interest-bearing finance leases arrangements during FY2015/16.

---

## FINANCIAL INFORMATION

---

### FINANCIAL RISK AND CAPITAL MANAGEMENT

#### Financial and capital risk management

Our Group is exposed to interest rate risk, currency risk, price risk, credit risk and liquidity risk in the normal course of business. For further details of our financial risk management, please refer to “Business – Risk management and internal control systems” and note 28 and 29 of the accountants’ report set out in Appendix I to this prospectus.

We manage our capital to ensure that entities in our Group will be able to continue as a going concern while maximising the return to our Shareholder through the optimisation of the debt and equity balance. Our Directors review the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, we may adjust the amount of dividends paid to Shareholders, conduct share buybacks, issue new Shares, and/or raise new debts, depending on our capital structure and needs from time to time.

### UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The unaudited pro forma adjusted net tangible assets, which was prepared to illustrate the effect of the Share Offer on the audited combined net tangible assets of our Group attributable to owners of our Company as of 30 September 2017 as if the Share Offer had taken place on 30 September 2017, was approximately HK\$0.15 per Share and HK\$0.17 per Share, respectively, based on the indicative Offer Price range of HK\$0.45 per Offer Share to HK\$0.55 per Offer Share. Please refer to Appendix II to this prospectus for the bases and assumptions in calculating the unaudited pro forma adjusted net tangible assets figure.

### LISTING EXPENSES

Our Directors estimate that the total amount of expenses in relation to the Listing is approximately HK\$26.0 million. Out of the amount of approximately HK\$26.0 million, approximately HK\$8.6 million is directly attributable to the issue of the Listing and is expected to be accounted for as a deduction from equity upon Listing. The remaining amount of approximately HK\$17.4 million, which cannot be so deducted, shall be charged to profit or loss. Of the approximately HK\$17.4 million that shall be charged to profit or loss, approximately HK\$10.2 million has been charged during the Track Record Period, and approximately HK\$7.2 million is expected to be incurred for the remaining nine months of FY2017/18. Expenses in relation to the Listing are non-recurring in nature. Our Group’s financial performance and results of operations for FY2017/18 will be affected by the estimated expenses in relation to the Listing.

---

## FINANCIAL INFORMATION

---

### DIVIDEND

For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, we declared dividends of S\$2.5 million, S\$1.3 million, S\$2.0 million and nil respectively to our then shareholders. All such dividends had been fully paid and we financed the payment of such dividends by internal resources.

The declaration and payment of future dividends will be subject to the decision of the Board having regard to various factors, including but not limited to our operation and financial performance, profitability, business development, prospects, capital requirements, and economic outlook. It is also subject to any applicable laws. The historical dividend payments may not be indicative of future dividend trends. We do not have any predetermined dividend payout ratio.

### DISTRIBUTABLE RESERVES

Our Company was incorporated on 18 August 2017. As at 30 June 2015, 2016, 2017 and 30 September 2017, our Company had no reserves available for distribution to our Shareholders.

### RELATED PARTY TRANSACTIONS

Our related party transactions during the Track Record Period are summarised in note 27 to the accountants' report set out in Appendix I to this prospectus. During the Track Record Period, our transactions with related parties mainly include the following:

**a. Sales**

	Year ended 30 June		Three months ended		Three months ended	
	2015	2016	30 September	30 September	30 September	30 September
	S\$	S\$	S\$	S\$	S\$	S\$
Shieldtech	50,756	–	85,500	–	–	–
BRC Global Pte. Ltd. ("BRC Global")	–	8,900	9,350	9,350	–	–
	<u>50,756</u>	<u>8,900</u>	<u>94,850</u>	<u>9,350</u>	<u>–</u>	<u>–</u>

---

## FINANCIAL INFORMATION

---

### b. Purchases/Services/Subcontracting Services Received

	Year ended 30 June			Three months ended 30 September	Three months ended 30 September
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
				(unaudited)	
Shieldtech	5,900	-	-	-	-
BRC Global	-	222,500	743,421	306,370	-
	<u>5,900</u>	<u>222,500</u>	<u>743,421</u>	<u>306,370</u>	<u>-</u>

- (a) Shieldtech was a private company registered in Malaysia. During the Track Record Period, Mr. Ong Cher Tiok, being Mr. Ryan Ong's father, was formerly a director and a shareholder (holding 30% of the total issued share capital) of Shieldtech. Mr. Ong Cher Tiok resigned from his directorship and sold all his shareholdings in Shieldtech to an independent third party in March 2017 and since then Shieldtech became an independent third party to our Group. The principal business activities of Shieldtech mainly included the provision of design and build services of medical facilities in Malaysia. During the Track Record Period, our transactions with Shieldtech included (i) sales of tools and materials such as radiation shielding doors by us to Shieldtech; and (ii) the purchase of radiation shielding materials by us from Shieldtech in our ordinary course of business.
- (b) BRC Global was a private company registered in Singapore and being one of our top suppliers (Supplier C) during the Track Record Period. Mr. Ong was formerly a director and a shareholder (holding 33.33% of the total issued share capital) of BRC Global. Mr. Ong resigned from his directorship and sold all his shareholdings in BRC Global to an independent third party in March 2017 and since then BRC Global became an independent third party to our Group. Mr. Ong became a shareholder and director of Hwa Koon in July 2015 and hence our Group's transactions with Supplier C were regarded as related party transactions only since July 2015 (i.e. FY2015/16 and FY2016/17). The principal business activities of BRC Global mainly included acting as building contractor for ACMV works. During the Track Record Period, our transactions with BRC Global included (i) subcontracting of ACMV works by us to BRC Global; and (ii) the provision of minor renovation and installation works by us to BRC Global in our ordinary course of business.



---

## **FINANCIAL INFORMATION**

---

Our Directors confirmed that these related party transactions were conducted on arm's length basis and would not distort our results during the Track Record Period, as supported by the fact that the fees charged to/by these related parties were comparable and within the range of fees charged to/by other independent customers or materials suppliers or services providers engaged by our Group for similar sales or purchases.

### **RULES 13.13 TO 13.19 OF THE LISTING RULES**

Our Directors confirmed that, as at the Latest Practicable Date, they were not aware of any circumstances which, had we been required to comply with Rules 13.13 to 13.19 of the Listing Rules, would have given rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

### **NO MATERIAL ADVERSE CHANGE**

Our Directors confirm that, save for the expenses in connection with the Listing, up to the date of this prospectus, there has been no material adverse change in our financial or trading position or prospects since 30 September 2017, and there had been no events since 30 September 2017 which would materially affect the information shown in our combined financial statements included in the accountants' report set out in Appendix I to this prospectus.

### **OUR PROPOSED AUDITOR AFTER THE LISTING**

Under Rule 19.20 of the Listing Rules, we, as an overseas issuer, must have our annual accounts audited by a person, firm or company who must be a practicing accountant of good standing, and that such person, firm or company must also be independent to the same extent as that required of an auditor under the Companies Ordinance and in accordance with the statements on independence issued by the International Federation of Accountants. In addition, the firm of accountants must be either (i) qualified under the Professional Accountants Ordinance for appointment as an auditor of a company; or (ii) acceptable to the Stock Exchange which has an international name and reputation and is a member of a recognised body of accountants.

After the Listing, Deloitte & Touche LLP will be the proposed auditor of our Company, which is a firm of accountants acceptable to the Stock Exchange in accordance with the requirements of Rule 19.20 of the Listing Rules.

---

## FUTURE PLANS AND USE OF PROCEEDS

---

### REASONS FOR LISTING

Our Directors believe that the Listing will benefit our Group as it will (i) allow our Group to gain access to equity capital market funding; and (ii) increase the profile of our Group and enable our Group to be considered more favourably by our customers, suppliers and bankers, given that a listed company is subject to ongoing regulatory compliance for announcements, financial disclosure and corporate governance. In addition, we intend to implement our business strategies and future plans as detailed in this section and the paragraph headed “Business – Business strategies” in this prospectus, which require funding and are intended to be financed by the proceeds from the Share Offer.

#### *Benefits of choosing the Hong Kong stock market as the listing venue*

##### **(i) Market liquidity**

Our Directors had considered and evaluated different listing venues including Hong Kong and Singapore and have concluded that Hong Kong is the suitable venue to pursue a listing after taking into account the liquidity of the stock market in Hong Kong. Our Directors consider that the level of trading activities on a stock exchange is one of the key factors indicating the ease of conducting secondary fund raising exercises after a listing. For instance, a secondary fund raising exercise such as a secondary placement of shares would generally be easier and more attractive to investors if there is a more liquid market, because a more liquid market generally means that there are more ready and willing buyers (who may invest in the shares under the fund raising exercise) and sellers (who may realise their investment subsequently) in the market.

According to the data compiled by the World Bank, in 2016, the turnover ratio of stocks traded in the Hong Kong stock market was 40.9% while the turnover ratio of stocks traded in the Singapore stock market was 31.9%. Based on the information from the Stock Exchange, the average daily turnover of stocks in Hong Kong was approximately HK\$105.6 billion (S\$17.7 billion) and HK\$66.9 billion (S\$11.2 billion) for each of the two years ended 31 December 2016 respectively. By comparison, according to the Singapore Exchange Limited, the average daily turnover of stocks in Singapore was only approximately HK\$6.3 billion (S\$1.1 billion) and HK\$6.3 billion (S\$1.1 billion) for each of the two years ended 31 December 2016 respectively.

---

## FUTURE PLANS AND USE OF PROCEEDS

---

According to the data retrieved from Bloomberg, the average daily turnover of stocks for all companies, which fall within the construction and engineering category, listed on the Hong Kong stock market and those listed on the Singapore stock market for the 12 months ended 30 June 2017 was approximately HK\$12.5 million (S\$2.1 million) and HK\$0.9 million (S\$0.2 million) respectively. The average daily turnover of stocks of companies which have similar market capitalisation to our Group (i.e. companies with market capitalisation between HK\$350 million and HK\$450 million) listed on the Hong Kong stock market and those listed on the Singapore stock market for the 12 months ended 30 June 2017 was approximately HK\$2.5 million (equivalent to approximately S\$0.4 million) and HK\$1.1 million (equivalent to approximately S\$0.2 million), respectively. Therefore, our Directors are of the view that it would be easier for us to conduct secondary fund raising in the Hong Kong stock market, if necessary, for our further expansion in the future, than in the Singapore stock market as the Hong Kong stock market has higher liquidity.

Based on the higher average daily turnover of stocks in Hong Kong compared to Singapore, our Directors consider that the Hong Kong stock market has a higher liquidity than the Singapore stock market. It would therefore be easier for us to conduct secondary fund raising in the Hong Kong stock market, if necessary, for our further expansion in the future, than in the Singapore stock market.

***(ii) Higher market valuation***

With reference to data retrieved from Bloomberg, the average price-earnings ratio of companies which fall within the construction and engineering category listed on the Hong Kong stock market and those listed on the Singapore stock market for the 12 months ended 30 June 2017 was approximately 29.7 times and 21.8 times respectively. Based on such information, our Directors consider that the valuation of companies listed in Hong Kong is generally higher than those listed in Singapore, and thus our Company is likely to have a higher prospect in achieving a higher valuation if the Share Offer is conducted through the Hong Kong stock market rather than the Singapore stock market.

Further, based on information publicly available, we have not identified any companies listed on the Hong Kong stock market which specialise in undertaking medical-related construction works. Our Directors believe that the unique business focus of our Group will enable us to attract the interests of potential investors in Hong Kong.

---

## FUTURE PLANS AND USE OF PROCEEDS

---

### ***(iii) Strengthen our Group's profile***

Our Directors believe that the Listing will strengthen our Group's profile and establish our presence in international financial market. During the Track Record Period, our customers comprised multinational medical equipment vendors and medical service providers which are subsidiaries of companies listed on different stock markets worldwide. Our Directors consider that the Listing will strengthen our customers' confidence in our Group's services, financial strengths and credibility, which may further enhance our business relationship with them.

### ***(iv) Enhancing our recruitment and retention of talents***

Our Directors believe that being listed on the Hong Kong stock market will facilitate us in attracting talents to join our Group. In particular, part of our foreign employees were recruited from the PRC. Our Directors consider that we will become more appealing to talents in the PRC by becoming listed on the Hong Kong stock market. Access to a larger pool of talents will improve our service quality and facilitate our recruitment of additional manpower under our expansion plans. In addition, the status of being a listed company will also facilitate our in-house talent management, through staff retention and development, whereby our existing staff may be motivated to further develop their career with us in view of the perceived status associated with working for a company which is listed on the Hong Kong stock market.

Having considered the above, our Directors decided that it is more preferential for our Group to be listed in the Hong Kong stock market than in the Singapore stock market.

### ***Benefits of equity financing over debt financing***

Our Directors decided to proceed with equity financing in the form of Listing for the purpose of our business expansion instead of debt financing based on the following factors:

- financial institutions generally require borrowers to provide assets as securities for long-term loans. As at 30 June 2017, the carrying amount of our property, plant and equipment was approximately S\$0.7 million. The amount of assets available to be used as securities for loans is far below the amount of funds (i.e. S\$13.1 million) required for financing our expansion plans. Therefore, our Directors consider that we will not be able to implement our expansion plans by solely relying on debt financing as our available assets are unlikely to be sufficient to provide the loan security required for financing our future plans;

---

## **FUTURE PLANS AND USE OF PROCEEDS**

---

- if we raise additional funds by debt financing, we may be subject to various covenants under the relevant debt instruments which may restrict our ability to pay dividends or obtain additional financing. Further, the repayment terms of such loans, including but not limited to the covenants and interest rates, may not be commercially acceptable to us. Uncertain interest rate movement in the future may also expose our Group to increasing borrowing costs which may adversely affect our financial performance and liquidity. Our Directors have also observed that there is a recent upward trend in the borrowing cost in Singapore. In particular, 3-month SIBOR (Singapore Interbank Offered Rates) had increased from approximately 0.926% in December 2016 to approximately 1.124% in October 2017;
- servicing debt obligations could be burdensome to our operations. If we fail to service such debt obligations on time or we are unable to comply with any of the covenants, we could be in default of such debt obligations and our liquidity, financial credibility and financial condition could be materially and adversely affected. In contrast, by proceeding with equity financing, our Group could enhance our Shareholders' base and no additional financial liability will be incurred; and
- debt financing would significantly raise the indebtedness level and gearing ratio of our Group, which may adversely affect our financial credibility and financial condition and limit our future ability to obtain further financing from financial institutions to support our daily operations.

Having considered the above factors, our Directors decided that it is more preferential for our Group to use equity financing for funding our expansion plans.

### **NO LISTING APPLICATION MADE IN SINGAPORE**

Our Directors confirmed that we have not applied for listing in Singapore in the past and at present, and to the best of their knowledge and belief, there would have been no impediments to our listing application if we were to apply for listing in Singapore.

### **FUTURE PLANS**

Please refer to the paragraph headed "Business – Business Strategies" in this prospectus for our Group's business strategies and future plans.

---

## FUTURE PLANS AND USE OF PROCEEDS

---

### USE OF PROCEEDS

The net proceeds to be received by us from the Share Offer based on the Offer Price of HK\$0.5 per Share, being the mid-point of the indicative Offer Price range of HK\$0.45 per Offer Share to HK\$0.55 per Offer Share, after deducting related expenses of approximately HK\$26.0 million in connection with the Share Offer, are estimated to be approximately HK\$74.0 million. Our Directors presently intend that the net proceeds will be applied as follows:

- (i) approximately HK\$34.0 million (equivalent to approximately S\$5.7 million), representing approximately 45.9% of the estimated net proceeds, for the acquisition of an additional property with gross floor area of approximately 900 to 1,000 sq. ft. for workshop and office use by the year ending 30 June 2019 to (a) accommodate the planned expansion of our manpower; and (b) secure more spaces for the fabrication of our radiation shielding products;
- (ii) approximately HK\$21.5 million (equivalent to approximately S\$3.6 million), representing approximately 29.1% of the estimated net proceeds, for strengthening our manpower by recruiting additional staff (including project management staff, site supervisors, quantity surveyors, interior designers, skilled workers for ACMV and carpentry works and site workers) to (a) reduce our needs for subcontracting services and the associated expenses incurred therefrom; and (b) increase our in-house capacity in undertaking more integrated design and building services projects.

The following table sets out the intended amount, nature and timing of our plan to recruit additional staff:

<b>For the year ending 30 June</b>	<b>Additional staff to be employed by positions</b>	<b>Number of additional staff to be employed during the year</b>
2018	– Project management staff	2
	– Site supervisor	1
	– Site worker	2
	– Skilled worker for ACMV and carpentry works	6
	– Administration and finance staff	3

Total: 14

---

## FUTURE PLANS AND USE OF PROCEEDS

---

For the year ending 30 June	Additional staff to be employed by positions	Number of additional staff to be employed during the year
2019	– Project management staff	2
	– Site supervisor	1
	– Quantity surveyor	1
	– Site worker	2
	– Skilled worker for ACMV and carpentry works	3
	– Interior designer	2
		Total: 11
2020	– Skilled worker for ACMV and carpentry works	5
	– Administration and finance staff	1
	Total: 6	

For the year ending 30 June 2018, 2019 and 2020, approximately HK\$1.7 million (equivalent to approximately S\$0.3 million), HK\$7.9 million (equivalent to approximately S\$1.3 million) and HK\$11.9 million (equivalent to approximately S\$2.0 million) will be allocated for recruiting and retaining the additional staff, respectively.

- (iii) approximately HK\$4.8 million (equivalent to approximately S\$0.8 million), representing approximately 6.5% of the estimated net proceeds, for increasing our reserve for financing the issue of performance guarantees in favour of our customers;
- (iv) approximately HK\$5.1 million (equivalent to approximately S\$0.9 million), representing approximately 6.9% of the estimated net proceeds, for financing the acquisition of (a) additional motor vehicles to accommodate the increase in our transportation needs; and (b) additional machinery to carry out lifting and carpentry works.

---

## FUTURE PLANS AND USE OF PROCEEDS

---

The following table sets out the intended amount, nature and timing of our plan to acquire additional machinery and motor vehicles:

For the year ending 30 June	Type of motor vehicles and machinery	Number of units	Amount
2018	– Motor vehicle	2	HK\$1.3 million (equivalent to approximately S\$0.2 million)
	– Lifting machinery	1	
2019	– Motor vehicle	2	HK\$1.9 million (equivalent to approximately S\$0.3 million)
	– Machinery for carpentry works	1	
	– Lifting machinery	1	
2020	– Motor vehicle	2	HK\$1.9 million (equivalent to approximately S\$0.3 million)
	– Machinery for carpentry works	1	
	– Lifting machinery	1	

- (v) approximately HK\$2.3 million (equivalent to approximately S\$0.4 million), representing approximately 3.1% of the estimated net proceeds, for increasing our marketing efforts by promoting our brand awareness and market presence in the medical-related construction industry in Singapore; and
- (vi) approximately HK\$6.3 million (equivalent to approximately S\$1.1 million), representing approximately 8.5% of the estimated net proceeds for use as our general working capital.

To the extent that the net proceeds are not immediately applied to the above purposes and to the extent permitted by applicable laws and regulations, we intend to deposit the net proceeds into short-term interest-bearing deposits or treasury products with authorised financial institutions and/or licensed banks in Singapore or Hong Kong.

We will issue an announcement in the event that there is any material change in the use of proceeds of the Share Offer as described above.



---

## UNDERWRITING

---

### SOLE BOOKRUNNER, SOLE LEAD MANAGER AND PUBLIC OFFER UNDERWRITER

Head & Shoulders Securities Limited

### UNDERWRITING ARRANGEMENTS AND EXPENSES

#### **The Public Offer**

#### ***Public Offer Underwriting Agreement***

Pursuant to the Public Offer Underwriting Agreement, our Company has agreed to offer the Public Offer Shares for subscription by the public in Hong Kong on and subject to the terms and conditions of this prospectus and the Application Forms.

Subject to, among other conditions, the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus by the Listing Committee and to certain other conditions set out in the Public Offer Underwriting Agreement, the Public Offer Underwriter has agreed to procure subscribers for the Public Offer Shares now being offered, or failing which, the Public Offer Underwriter shall subscribe for the Public Offer Shares on the terms and conditions of this prospectus, the Application Forms and the Public Offer Underwriting Agreement.

The Public Offer Underwriting Agreement is conditional on and subject to the Placing Underwriting Agreement having been signed and becoming unconditional and not having been terminated in accordance with its terms.

---

## UNDERWRITING

---

### *Grounds for termination*

The obligations of the Public Offer Underwriter to subscribe for, or procure subscribers for the Public Offer Shares are subject to termination. The Sole Bookrunner shall have the absolute right by notice in writing to our Company to terminate the Public Offer Underwriting Agreement with immediate effect at any time prior to 8:00 a.m. on the Listing Date (the “**Termination Time**”) if any of the following events shall occur prior to the Termination Time that did not exist prior to the date of the Public Offer Underwriting Agreement:

1. There shall develop, occur, exist or come into effect:
  - (i) any matter or event resulting in any of the representations, warranties, agreements and undertakings given to the Public Offer Underwriter under the Public Offer Underwriting Agreement (the “**Warranties**”) becoming untrue, inaccurate or misleading in any material respect when given or repeated or there has been a breach of any of the Warranties or any other provisions of the Public Offer Underwriting Agreement by any party to the Public Offer Underwriting Agreement other than the Public Offer Underwriter which, in any such cases, is considered, in the reasonable opinion of the Sole Bookrunner, to be material in the context of the Public Offer; or
  - (ii) any statement contained in this prospectus has become untrue, incorrect or misleading in any material respect which is considered, in the reasonable opinion of the Sole Bookrunner, to be material in the context of the Public Offer; or
  - (iii) any event, series of events, matters or circumstances occurs or arises on or after the date of the Public Offer Underwriting Agreement and before the Termination Time, being events, matters or circumstances which, if it had occurred before the date of the Public Offer Underwriting Agreement, would have rendered any of the Warranties untrue, incorrect or misleading in any material respect, and which is considered, in the reasonable opinion of the Sole Bookrunner to be material in the context of the Public Offer; or
  - (iv) any matter which, had it arisen or been discovered immediately before the date of this prospectus and not having been disclosed in this prospectus, would have constituted, in the reasonable opinion of the Sole Bookrunner, a material omission in the context of the Public Offer; or

---

## UNDERWRITING

---

- (v) any event, act or omission which gives or is likely to give rise to any liability of a material nature of our Company and any of our executive Directors and our Controlling Shareholders arising out of or in connection with the breach of any of the Warranties;
  - (vi) any breach by any party to the Public Offer Underwriting Agreement other than the Public Offer Underwriter of any provision of the Public Offer Underwriting Agreement which, in the reasonable opinion of the Sole Bookrunner, is material;
2. there shall have developed, occurred, existed, or come into effect any event or series of events, matters or circumstances whether occurring or continuing on and/or after the date of the Public Offer Underwriting Agreement and including an event or change in relation to or a development of an existing state of affairs concerning or relating to any of the following:
- (i) any new law or regulation or any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong, Singapore, the BVI, the Cayman Islands or any of the jurisdictions in which our Group operates or has or is deemed by any applicable law to have a presence (by whatever name called) or any other jurisdiction relevant to the business of our Group; or
  - (ii) any change in, or any event or series of events or development resulting or likely to result in any change in Hong Kong, Singapore, the BVI, the Cayman Islands or any of the jurisdictions relevant to the business of our Group, the local, regional or international financial, currency, political, military, industrial, economic, stock market or other market conditions or prospects; or
  - (iii) any adverse change in the conditions of Hong Kong or international equity securities or other financial markets; or
  - (iv) the imposition of any moratorium, suspension or material restriction on trading in securities generally on any of the markets operated by the Stock Exchange due to exceptional financial circumstances; or

---

## UNDERWRITING

---

- (v) any change or development involving a prospective change in taxation or exchange control (or the implementation of any exchange control) in Hong Kong, Singapore, the BVI, the Cayman Islands or any of the jurisdictions in which our Group operates or has or is deemed by any applicable law to have a presence (by whatever name called) or other jurisdiction relevant to our Group's business; or
- (vi) any adverse change or prospective adverse change in the business or in the financial or trading position or prospects of any member of our Group; or
- (vii) a general moratorium on commercial banking activities in Hong Kong declared by the relevant authorities; or
- (viii) any event of force majeure including, without limiting the generality thereof, any act of God, military action, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, terrorism, strike or lock-out;

which, in the reasonable opinion of the Sole Bookrunner acting in good faith:

- (a) is or will be, or is likely to be, adverse, in any material respect, to the business, financial or other condition or prospects of our Group taken as a whole; or
- (b) has or will have or is reasonably likely to have a material adverse effect on the success of the Share Offer or the level of the Offer Shares being applied for or accepted, or the distribution of the Offer Shares; or
- (c) makes it impracticable, inadvisable or inexpedient for the Public Offer Underwriter to proceed with the Public Offer as a whole.

For the above purpose:

- (a) a change in the system under which the value of the Hong Kong currency is linked to that of the currency of the U.S. shall be taken as an event resulting in a change in currency conditions; and
- (b) any normal market fluctuations shall not be construed as events or series of events affecting market conditions referred to above.

---

## UNDERWRITING

---

### *Undertakings*

Pursuant to Rule 10.07 of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and our Company that, except pursuant to the Share Offer and the Capitalisation Issue, he or it shall not and shall procure that the relevant registered holder(s) shall not:

- (i) in the period commencing on the date by reference to which disclosure of the shareholding of the controlling shareholders is made in this prospectus and ending on the date which is six month from the Listing Date, dispose of, nor enter into any agreement to dispose of, or otherwise create any options, rights, interests or encumbrances in respect of, any of the Share or securities in respect of which he or it is shown by this prospectus to be the beneficial owners; and
- (ii) in the period of six months commencing on the date on which the period mentioned in paragraph (i) above expires, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares or securities referred to in (i) above if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests, or encumbrances, he or it would cease to be a controlling shareholder.

Pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of our Controlling Shareholders has also undertaken to the Stock Exchange that, within the period commencing on the date by reference to which disclosure of his or its shareholding in our Company is made in this prospectus and ending on the date which is 12 months from the Listing Date, he or it will:

- (i) when he or it pledges or charges any securities or interest in the securities of our Company beneficially owned by him or it in favour of an authorized institution pursuant to Note (2) to Rule 10.07(2) of the Listing Rules, immediately inform our Company and the Sole Bookrunner in writing of such pledges or charges together with the number of securities and nature of interests so pledged or charged; and
- (ii) when he or it receives indications, either verbal or written, from any pledgee or chargee that any of the pledged or charged securities or interests in the securities of our Company will be sold or transferred or disposed of, immediately inform our Company and the Sole Bookrunner in writing of such indications.

Our Company will inform the Stock Exchange as soon as we have been informed of the matters above (if any) by our Controlling Shareholders and disclose such matters by way of an announcement.

---

## UNDERWRITING

---

Pursuant to the Public Offer Underwriting Agreement, our Company had undertaken to each of the Sole Bookrunner, the Sponsor, the Sole Lead Manager and the Public Offer Underwriter that, except pursuant to the Share Offer, the Capitalisation Issue, the grant of options under the Share Option Scheme and the issue of Shares upon exercise of any such options or as otherwise permitted under the Listing Rules, our Company will not, and our Company, our Controlling Shareholders and each of our executive Directors will procure, that our subsidiaries will not, unless with the prior written consent of the Sole Bookrunner, such consent not to be unreasonably withheld or delayed, and in compliance with the requirements of the Listing Rules:

- (i) allot or issue, or agree to allot or issue, Shares or other securities of our Company (including warrants or other convertible or exchangeable securities) or grant or agree to grant any options, warrants, or other rights to subscribe for or convertible or exchangeable into Shares or other securities of our Company; or
- (ii) enter into any swap or other arrangement that transfers, in whole or in part, any of the economic consequence of ownership of any Shares or offer to or agree to do any of the foregoing or announce any intention to do so,

during the six months immediately following the Listing Date (the “**First Six-month Period**”).

In the event of our Company doing any of the foregoing by virtue of the aforesaid exceptions or during the period of six months immediately following the expiry of the First Six-month Period (the “**Second Six-month Period**”), it will take all reasonable steps to ensure that any such act will not create a disorderly or false market for any Shares or other securities of our Company.

Pursuant to the Public Offer Underwriting Agreement, each of our Controlling Shareholders has jointly and severally undertaken to each of the Sole Bookrunner, our Company and the Public Offer Underwriter that during the First Six-month Period, it or he shall not, and shall procure that the relevant registered holder(s) and its or his associates and companies controlled by it or he and any nominee or trustee holding in trust for it or he shall not, without the prior written consent of the Sole Bookrunner unless in compliance with the requirements of the Listing Rules:

- (i) offer, pledge, charge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant or agree to grant any option, right or warrant to purchase or subscribe for, lend or otherwise transfer or dispose of, either directly or indirectly, any of the Shares in respect of which it or he is shown in this prospectus to be directly or indirectly interested (the “**Relevant Securities**”); or

---

## UNDERWRITING

---

- (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Relevant Securities, whether any of the foregoing transactions is to be settled by delivery of the Relevant Securities or such other securities, in cash or otherwise; or
- (iii) agree (conditionally or unconditionally) to enter into or effect any transaction with the same economic effect as any of the transactions referred to in paragraphs (i) or (ii) above; or
- (iv) announce any intention to enter into or effect any of the transactions referred to in paragraphs (i), (ii) or (iii) above.

Each of our Controlling Shareholders has jointly and severally undertaken to the Sole Bookrunner, our Company and the Public Offer Underwriter that it or he shall not, and shall procure that the relevant registered holder(s) and its or his associates or companies controlled by it or him and any nominee or trustee holding in trust for it or him shall not, without the prior written consent of the Stock Exchange in the Second Six-month Period, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any Relevant Securities held by it or him or any of its or his associates or companies controlled by it or him or any nominee or trustee holding in trust for it or him if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, it or he would cease to be a Controlling Shareholder or would together with the other Controlling Shareholders cease to be, or be regarded as, Controlling Shareholders.

In the event of a disposal of any of the Shares or securities of our Company directly or indirectly beneficially owned by it or him or any interest therein within the Second Six-month Period, the relevant Controlling Shareholder shall take all reasonable steps to ensure that such a disposal will not create a disorderly or false market for any Shares or other securities of our Company.

Pursuant to the Public Offer Underwriting Agreement, each of our Controlling Shareholders has further undertaken to each of our Company, the Sole Bookrunner and the Public Offer Underwriter that within the first twelve months from the Listing Date, he or it will:

- (i) when he or it pledges or charges any securities or interests in the securities of our Company beneficially owned by him or it directly or indirectly, immediately inform our Company and the Sole Bookrunner in writing of such pledges or charges together with the number of securities and nature of interests so pledged or charged; and
- (ii) when he or it receives indications, either verbal or written, from any pledgee or chargee that any of the pledged or charged securities or interests in the securities of our Company will be sold, transferred or disposed of, immediately inform our Company and the Sole Bookrunner in writing of such indications.

---

## UNDERWRITING

---

Our Company will inform the Stock Exchange as soon as we have been informed of the matters above (if any) by our Controlling Shareholders and disclose such matters by way of a press announcement.

### **The Placing**

In connection with the Placing, it is expected that our Company will enter into the Placing Underwriting Agreement with, among others, the Placing Underwriter, on terms and conditions that are substantially similar to the Public Offer Underwriting Agreement as described above and on the additional terms described below. Under the Placing Underwriting Agreement, the Placing Underwriter will severally agree to subscribe or procure subscribers for the Placing Shares being offered pursuant to the Placing.

### **Commissions and expenses**

The Underwriter will receive an underwriting commission at the rate of 4.0% of the aggregate Offer Price payable for the Offer Shares, out of which they will pay any sub-underwriting commissions. Such commission, together with the Stock Exchange listing fees, the Stock Exchange trading fees, the SFC transaction levy, legal and other professional fees, printing, and other expenses relating to the Share Offer, is currently estimated to be approximately HK\$25.5 million in aggregate (based on an Offer Price of HK\$0.5 per Offer Share, being the mid-point of the indicative Offer Price range of HK\$0.45 per Offer Share and HK\$0.55 per Offer Share) and are payable by our Company with reference to the number of Offer Shares under the Share Offer respectively.

### **UNDERWRITER'S INTERESTS IN OUR COMPANY**

The Sponsor will receive a sponsorship fee to the Share Offer. The Underwriter will receive an underwriting commission. Particulars of the underwriting commission are set forth under the paragraph headed "Commissions and expenses" above.

We have appointed Grande Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules for the period commencing on the Listing Date and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the full financial year commencing after the Listing Date.

Save for their obligations under the Underwriting Agreements, and as disclosed above, none of the Sponsor or the Underwriter is interested legally or beneficially in any shares of any member of our Group nor has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of our Group nor any interest in the Share Offer.



---

## UNDERWRITING

---

### **INDEPENDENCE OF THE SPONSOR**

Dakin Capital Limited, being the Sponsor, satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules.

### **RESTRICTIONS ON THE OFFER SHARES**

No action has been taken to permit a public offering of the Offer Shares other than in Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

### THE SHARE OFFER

The Share Offer consists of (subject to reallocation):

- the Public Offer of 20,000,000 Shares (subject to reallocation as mentioned below) as described under the section headed “Structure and Conditions of the Share Offer – The Public Offer” in this prospectus; and
- the Placing of 180,000,000 Shares (subject to reallocation as mentioned below) as described under the section headed “Structure and conditions of the Share Offer – The Placing” in this prospectus.

Investors may apply for the Offer Shares under the Public Offer or indicate an interest, if qualified to do so, for the Offer Shares under the Placing, but may not do both. The Public Offer is open to members of the public in Hong Kong as well as to institutional, professional and other investors in Hong Kong. The Placing will involve selective marketing of the Offer Shares to institutional, professional and other investors. The Placing Underwriter is soliciting from prospective investors indications of interest in acquiring the Offer Shares in the Placing. Prospective investors will be required to specify the number of Offer Shares under the Placing they would be prepared to acquire either at different prices or at a particular price.

The number of Offer Shares to be offered under the Public Offer and the Placing respectively may be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer – Pricing and Allocation” in this prospectus.

### PRICING AND ALLOCATION

#### Offer Price

The Offer Price will be not more than HK\$0.55 per Offer Share and is expected to be not less than HK\$0.45 per Offer Share, unless otherwise announced. Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this prospectus.

---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

### **Price payable on application**

Applicants under the Public Offer must pay, on application, the maximum indicative Offer Price of HK\$0.55 per Public Offer Share plus 1.0% brokerage, a 0.0027% SFC transaction levy and a 0.005% Stock Exchange trading fee, amounting to a total of HK\$2,777.71 for one board lot of 5,000 Shares. Each Application Form includes a table showing the exact amounts payable on certain numbers of Offer Shares. If the Offer Price as finally determined in the manner described below, is less than HK\$0.55 per Public Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest.

### **Determining the Offer Price**

The Placing Underwriter is soliciting from prospective investors indications of interest in acquiring the Shares in the Placing. Prospective investors will be required to specify the number of Offer Shares under the Placing they would be prepared to acquire either at different prices or at a particular price. This process, known as “book-building”, is expected to continue up to, and to cease on or about the Price Determination Date.

The Offer Price is expected to be fixed by agreement between the Sole Bookrunner (for itself and on behalf of the Underwriter) and our Company on the Price Determination Date, when market demand for the Offer Shares will be determined. The Price Determination Date is expected to be on or about Wednesday, 4 April 2018 and in any event, no later than Friday, 6 April 2018.

**If, for any reason, our Company and the Sole Bookrunner (for itself and on behalf of the Underwriter) are unable to reach agreement on the Offer Price on or before the Price Determination Date, the Share Offer will not proceed and will lapse.**

### **Reduction in Offer Price range and/or number of Offer Shares**

If, based on the level of interest expressed by prospective institutional, professional and other investors during the book-building process, the Sole Bookrunner (for itself and on behalf of the Underwriter) considers it appropriate and together with our consent, the Sole Bookrunner (for itself and on behalf of the Underwriter) may reduce the indicative Offer Price range and/or the number of Offer Shares below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Public Offer.

---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

In such a case, our Company will, as soon as practicable following the decision to make any such reduction, and in any event not later than the morning of the last day for lodging applications under the Public Offer, cause to be published on the Stock Exchange's website and on our Company's website, a notice of the reduction in the indicative Offer Price range and/or number of Offer Shares. In addition, we will:

- i) issue a supplemental prospectus updating investors of the reduction in the indicative offer price together with an update of all financial and other information in connection with such change;
- ii) extend the period under which the offer was open for acceptance to allow potential investors sufficient time to consider their subscriptions or reconsider their existing subscriptions; and
- iii) give potential investors who had applied for the Offer Shares the right to withdraw their applications given the change in circumstances.

Upon issue of such a notice and supplemental prospectus, the revised indicative Offer Price range and/or number of Offer Shares will be final and conclusive and the Offer Price, if agreed upon by the Sole Bookrunner (for itself and on behalf of the Underwriter) and our Company will be fixed within such revised range. Such notice and supplemental prospectus will also include confirmation or revision, as appropriate, of the working capital statement and the Share Offer statistics as currently set out in this prospectus, and any other financial information which may change materially as a result of such reduction.

**Before submitting applications for Public Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the indicative Offer Price range and/or number of Offer Shares may not be made until the day which is the last day for lodging applications under the Public Offer.**

Applicants who have submitted their applications for Public Offer Shares before such announcement is made may subsequently withdraw their applications in the event that such announcement is subsequently made. In the absence of any such announcement so published, the number of Offer Shares will not be reduced and/or the Offer Price, if agreed upon by the Sole Bookrunner (for itself and on behalf of the Underwriter) and our Company will under no circumstances be set outside the offer price range as stated in this prospectus.

---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

### **Allocation**

The Shares to be offered in the Public Offer and the Placing may, in certain circumstances, be reallocated as between these offerings at the discretion of the Sole Bookrunner (for itself and on behalf of the Underwriter).

Allocation of the Placing Shares pursuant to the Placing will be determined by the Sole Bookrunner and will be based on a number of factors including the level and timing of demand, total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely to buy further, and/or hold or sell Shares after the Listing. Such allocation may be made to professional, institutional and other investors and is intended to result in a distribution of the Shares on a basis which would lead to the establishment of a stable shareholder base to the benefit of our Company and the Shareholders as a whole.

Allocation of the Public Offer Shares to investors under the Public Offer will be based solely on the level of valid applications received under the Public Offer. The basis of allocation may vary, depending on the number of Public Offer Shares validly applied for by applicants. The allocation of Public Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Public Offer Shares, and those applicants who are not successful in the ballot may not receive any Public Offer Shares.

### **Announcement of final Offer Price and basis of allocations**

The applicable final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer, and the basis of allocations of the Public Offer Shares are expected to be announced on Tuesday, 17 April 2018 on the Stock Exchange's website and on our Company's website.

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied, will be made available through a variety of channels as described in the section headed "How to Apply for Public Offer Shares – 10. Publication of results" in this prospectus.

---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

### CONDITIONS OF THE PUBLIC OFFER

Acceptance of all applications for the Offer Shares pursuant to the Public Offer will be conditional upon, among other things:

- the Listing Committee granting listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including the Shares which may be made available pursuant to the Capitalisation Issue and any Shares which may fall to be issued upon the exercise of the options which may be granted under the Share Option Scheme);
- the Offer Price having been duly agreed on or around the Price Determination Date;
- the execution and delivery of the Placing Underwriting Agreement on or around the Price Determination Date; and
- the obligations of the Underwriter under each of the Placing Underwriting Agreement and the Public Offer Underwriting Agreement having become unconditional and not having been terminated in accordance with the terms of the respective agreements,

in each case on or before the dates and times specified in such Underwriting Agreements (unless and to the extent such conditions are waived on or before such dates and times) and in any event not beyond the 30th day after the date of this prospectus.

The consummation of each of the Public Offer and the Placing is conditional upon, among other things, the other becoming unconditional and not having been terminated in accordance with its terms.

If the above conditions are not fulfilled or waived prior to the dates and times specified, the Share Offer will lapse and the Stock Exchange will be notified immediately. We will cause the notice of the lapse of the Public Offer to be published on the Stock Exchange's website and on our Company's website on the next day following such lapse.

**Share certificates for the Offer Shares are expected to be issued on Tuesday, 17 April 2018 but will only become valid certificates of title at 8:00 a.m. on Wednesday, 18 April 2018, provided that (i) the Share Offer has become unconditional in all respects and (ii) the right of termination as described in the section headed "Underwriting – Underwriting Arrangements and Expenses – The Public Offer – Grounds for Termination" in this prospectus has not been exercised.**

---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

### THE PUBLIC OFFER

#### Number of Shares initially offered

Our Company is initially offering 20,000,000 Public Offer Shares at the Offer Price, representing 10% of the 200,000,000 Shares initially available under the Share Offer, for subscription by the public in Hong Kong. Subject to adjustment as mentioned below, the number of Shares offered under the Public Offer will represent 2.5% of the total issued share capital of our Company immediately after completion of the Share Offer. The Public Offer is open to members of the public in Hong Kong as well as to institutional, professional and other investors. Completion of the Public Offer is subject to the conditions as set out in the section headed “Structure and Conditions of the Share Offer – Conditions of the Public Offer” above.

#### Allocation

For allocation purposes only, the Public Offer Shares initially being offered for subscription under the Public Offer (after taking into account any adjustment in the number of Offer Shares allocated between the Public Offer and the Placing) will be divided equally into two pools. Pool A will comprise 10,000,000 Public Offer Shares and Pool B will comprise 10,000,000 Public Offer Shares, both of which are available on a fair basis to successful applicants. All valid applications that have been received for Public Offer Shares with a total amount (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee) of HK\$5 million or below will fall into Pool A and all valid applications that have been received for Public Offer Shares with a total amount (excluding brokerage fee, SFC transaction levy and Stock Exchange trading fee) of over HK\$5 million and up to the total value of Pool B, will fall into Pool B.

Applicants should be aware that applications in Pool A and Pool B are likely to receive different allocation ratios. If Public Offer Shares in one pool (but not both pools) are undersubscribed, the surplus Public Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. Applicants can only receive an allocation of Public Offer Shares from either Pool A or Pool B but not from both pools and may only apply for Public Offer Shares in either Pool A or Pool B. In addition, multiple or suspected multiple applications within either pool or between pools will be rejected. No application will be accepted from applicants for more than 10,000,000 Public Offer Shares (being 50% of the initial number of Public Offer Shares).

Allocation of the Offer Shares to investors under the Public Offer will be based solely on the level of valid applications received under the Public Offer. The basis of allocation may vary, depending on the number of Public Offer Shares validly applied for by applicants. The allocation of Public Offer Shares could, where appropriate, consist of balloting, which mean that some applicants may receive a higher allocation than others who have applied for the same number of Public Offer Shares, and those applicants who are not successful in the ballot may not receive any Public Offer Shares.

---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

### Reallocation

The allocation of Offer Shares between the Public Offer and the Placing is subject to reallocation on the following basis:

- (a) Where the Placing Shares are fully subscribed or oversubscribed:
  - (i) if the Public Offer Shares are undersubscribed, the Sole Bookrunner has the authority to reallocate all or any unsubscribed Public Offer Shares to the Placing, in such proportions as the Sole Bookrunner deems appropriate;
  - (ii) if the Public Offer Shares are not undersubscribed but the number of Offer Shares validly applied for under the Public Offer represents less than 15 times the number of the Offer Shares initially available for subscription under the Public Offer, then up to 20,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 40,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Share Offer;
  - (iii) if the number of Offer Shares validly applied for under the Public Offer represents 15 times or more but less than 50 times the number of the Offer Shares initially available for subscription under the Public Offer, then 40,000,000 Shares will be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 60,000,000 Offer Shares, representing 30% of the number of the Offer Shares initially available under the Share Offer;
  - (iv) if the number of Offer Shares validly applied for under the Public Offer represents 50 times or more but less than 100 times the number of the Offer Shares initially available for subscription under the Public Offer, then 60,000,000 Shares will be reallocated to the Public Offer from the Placing, so that the number of the Offer Shares available under the Public Offer will be increased to 80,000,000 Offer Shares, representing 40% of the number of the Offer Shares initially available under the Share Offer; and
  - (v) if the number of Offer Shares validly applied for under the Public Offer represents 100 times or more the number of the Offer Shares initially available for subscription under the Public Offer, then 80,000,000 Shares will be reallocated to the Public Offer from the Placing, so that the number of the Offer Shares available under the Public Offer will be increased to 100,000,000 Offer Shares, representing 50% of the number of the Offer Shares initially available under the Share Offer.



---

## STRUCTURE AND CONDITIONS OF THE SHARE OFFER

---

- (b) Where the Placing Shares are undersubscribed:
- (i) if the Public Offer Shares are undersubscribed, the Share Offer will not proceed unless the Underwriter would subscribe or procure subscribers for their respective applicable proportions of the Offer Shares being offered which are not taken up under the Share Offer on the terms and conditions of this prospectus, the Application Forms and the Underwriting Agreements; and
  - (ii) if the Public Offer Shares are fully subscribed or oversubscribed irrespective of the number of times the number of Offer Shares initially available for subscription under the Public Offer, then up to 20,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 40,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Share Offer.

In the event of reallocation of Offer Shares from the Placing to the Public Offer in the circumstances where (a) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are fully subscribed or oversubscribed by less than 15 times under paragraph (a)(ii) above; or (b) the Placing Shares are undersubscribed and the Public Offer Shares are fully subscribed or oversubscribed under paragraph (b)(ii) above, the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.45 per Offer Share) stated in this prospectus.

In addition, the Sole Bookrunner may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 40,000,000 Offer Shares). In all cases, the number of Offer Shares allocated to the Placing will be correspondingly reduced. In addition, the Sole Bookrunner may in its sole and absolute discretion reallocate Offer Shares of the Placing to the Public Offer to satisfy valid applications under the Public Offer. The Offer Shares to be offered in the Public Offer and the Placing may, in certain circumstances, be reallocated as between these offerings at the discretion of the Sole Bookrunner.

### **Applications**

The Sole Bookrunner (for itself and on behalf of the Underwriter) may require any investor who has been offered Shares under the Placing, and who has made an application under the Public Offer to provide sufficient information to the Sole Bookrunner so as to allow it to identify the relevant applications under the Public Offer and to ensure that it is excluded from any application for Shares under the Public Offer.

---

## **STRUCTURE AND CONDITIONS OF THE SHARE OFFER**

---

Each applicant under the Public Offer will also be required to give an undertaking and confirmation in the application submitted by him that he and any person for whose benefit he is making the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the Placing, and such applicant's application is liable to be rejected if the said undertaking or confirmation is breached or untrue (as the case may be) or if such applicant has been or will be placed or allocated Offer Shares under the Placing.

References in this prospectus to applications, Application Forms, application monies or to the procedure for application relate solely to the Public Offer.

### **THE PLACING**

#### **Number of Offer Shares offered**

Subject to the reallocation as described above, the number of Offer Shares to be initially offered for subscription under the Placing will be 180,000,000 Shares, representing 90% of the total number of Offer Shares initially available under the Share Offer. The Placing is subject to the Public Offer being unconditional.

#### **Allocation**

Pursuant to the Placing, the Placing Underwriter will conditionally place the Placing Shares with institutional, professional and other investors expected to have a sizeable demand for the Placing Shares in Hong Kong. Allocation of Placing Shares pursuant to the Placing will be effected in accordance with the "book-building" process described in the paragraph headed "Pricing and allocation" above.

### **SHARES WILL BE ELIGIBLE FOR CCASS**

All necessary arrangements have been made enabling the Shares to be admitted into CCASS. If the Stock Exchange grants the listing of, and permission to deal in, the Shares and our Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

### **DEALING ARRANGEMENTS**

Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 18 April 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 18 April 2018. The Shares will be traded in board lots of 5,000 Shares.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

### 1. HOW TO APPLY

If you apply for Public Offer Shares, then you may not apply for or indicate an interest for Placing Shares.

To apply for Public Offer Shares, you may:

- use a **WHITE** or **YELLOW** Application Form; or
- electronically cause HKSCC Nominees to apply on your behalf.

None of you or your joint applicant(s) may make more than one application, except where you are a nominee and provide the required information in your application.

Our Company, the Sole Bookrunner, the Sponsor and their respective agents may reject or accept any application in full or in part for any reason at their discretion.

### 2. WHO CAN APPLY

You can apply for Public Offer Shares on a **WHITE** or **YELLOW** Application Form if you or the person(s) for whose benefit you are applying:

- are 18 years of age or older;
- have a Hong Kong address;
- are outside the United States, and are not a United States Person (as defined in Regulation S); and
- are not a legal or natural person of the PRC.

If you are a firm, the application must be in the individual members' names. If you are a body corporate, the Application Form must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.

If an application is made by a person under a power of attorney, the Sole Bookrunner may accept it at its discretion and on any conditions it thinks fit, including evidence of the attorney's authority.

The number of joint applicants may not exceed four for the Offer Shares.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

Unless permitted by the Listing Rules, you cannot apply for any Offer Shares if you are:

- an existing beneficial owner of Shares in our Company and/or any its subsidiaries;
- a Director or chief executive officer of our Company and/or any of its subsidiaries;
- a connected person (as defined in the Listing Rules) of our Company or will become a core connected person of our Company immediately upon completion of the Share Offer;
- an associate (as defined in the Listing Rules) of any of the above; or
- have been allocated or have applied for any Placing Shares or otherwise participated in the Placing.

### 3. APPLYING FOR OFFER SHARES

#### Which application channel to use

For Offer Shares to be issued in your own name, use a **WHITE** Application Form.

For Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant's stock account, use a **YELLOW** Application Form or electronically instruct HKSCC via CCASS to cause HKSCC Nominees to apply for you.

#### Where to collect the Application Forms

You can collect a **WHITE** Application Form and a prospectus during normal business hours from 9:00 a.m. on Wednesday, 28 March 2018 to 12:00 noon on Wednesday, 4 April 2018 from:

- (i) the following addresses of the Underwriter:
  - Head & Shoulders Securities Limited  
Room 2511, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- (ii) any of the following branches of Industrial and Commercial Bank of China (Asia) Limited:

District	Branch Name	Address
Hong Kong Island	Admiralty Branch	Shop 1013-1014, 1/F, United Centre, 95 Queensway, Admiralty, Hong Kong
Kowloon	Tsim Sha Tsui Branch	Shop 1&2, G/F, No. 35-37 Hankow Road, Tsimshatsui, Kowloon
New Territories	Shatin Branch	Shop 22J, Level 3, Shatin Centre, New Territories

- (iii) the following office of the Sponsor:

**Dakin Capital Limited** at Room 2701, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong.

You can collect a **YELLOW** Application Form and a prospectus during normal business hours from 9:00 a.m. on Wednesday, 28 March 2018 until 12:00 noon on Wednesday, 4 April 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

### Time for Lodging Application Forms

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (ASIA) NOMINEE LIMITED – HKE PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

- Wednesday, 28 March 2018 – 9:00 a.m. to 5:00 p.m.
- Thursday, 29 March 2018 – 9:00 a.m. to 5:00 p.m.
- Tuesday, 3 April 2018 – 9:00 a.m. to 5:00 p.m.
- Wednesday, 4 April 2018 – 9:00 a.m. to 12:00 noon

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 4 April 2018, the last application day or such later time as described in “9. Effect of bad weather on the opening of the application lists” in this section.

#### 4. TERMS AND CONDITIONS OF AN APPLICATION

Follow the detailed instructions in the Application Form carefully; otherwise, your application may be rejected.

By submitting an Application Form, among other things, you:

- (i) **undertake** to execute all relevant documents and instruct and authorise our Company and/or the Sole Bookrunner (or their agents or nominees), as agents of our Company, to execute any documents for you and to do on your behalf all things necessary to register any Public Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association;
- (ii) **agree** to comply with the Companies Ordinance, the Companies (WUMP) Ordinance and the Articles of Association;
- (iii) **confirm** that you have read the terms and conditions and application procedures set out in this prospectus and in the Application Form and agree to be bound by them;
- (iv) **confirm** that you have received and read this prospectus and have only relied on the information and representations contained in this prospectus in making your application and will not rely on any other information or representations except those in any supplement to this prospectus;
- (v) **confirm** that you are aware of the restrictions on the Share Offer in this prospectus;
- (vi) **agree** that none of our Company, the Sponsor, the Sole Bookrunner, the Underwriter, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer is or will be liable for any information and representations not in this prospectus (and any supplement to it);
- (vii) **undertake and confirm** that you or the person(s) for whose benefit you have made the application have not participated in the Placing nor applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the Placing;

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- (viii) **agree** to disclose to our Company, our Hong Kong Branch Share Registrar, the receiving bank, the Sole Bookrunner, the Underwriter and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- (ix) if the laws of any place outside Hong Kong apply to your application, **agree** and **warrant** that you have complied with all such laws and none of our Company, the Sponsor, the Sole Bookrunner and the Underwriter nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or as a result of any action arising from your rights and obligations under the terms and conditions contained in this prospectus and the Application Form;
- (x) **agree** that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (xi) **agree** that your application will be governed by the laws of Hong Kong;
- (xii) **represent, warrant** and **undertake** that (i) you understand that the Public Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Public Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
- (xiii) **warrant** that the information you have provided is true and accurate;
- (xiv) **agree** to accept the Public Offer Shares applied for, or any lesser number allocated to you under the application;
- (xv) **authorise** our Company to place your name(s) or the name of HKSCC Nominees, on our Company's register of members as the holder(s) of any Public Offer Shares allocated to you, and our Company and/or its agents to deposit any share certificate(s) into CCASS and/or to send any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you are eligible to collect refund cheque(s) and/or share certificate(s) in person;
- (xvi) **declare** and **represent** that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- (xvii) **understand** that our Company and the Sole Bookrunner will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Public Offer Shares to you and that you may be prosecuted for making a false declaration;
- (xviii) (if the application is made for your own benefit) **warrant** that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC by you or by any one as your agent or by any other person; and
- (xix) (if you are making the application as an agent for the benefit of another person) **warrant** that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC; and (ii) you have due authority to sign the Application Form or give **electronic application instructions** on behalf of that other person as their agent.

### **Additional Instructions for YELLOW Application Form**

You may see the **YELLOW** Application Form for details.

## **5. APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC VIA CCASS**

### **General**

CCASS Participants may give **electronic application instructions** to apply for the Offer Shares and to arrange payment of the money due on application and payment of refunds under their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give these **electronic application instructions** through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System <https://ip.ccass.com> (using the procedures in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time).



---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

HKSCC can also input **electronic application instructions** for you if you go to:

**Hong Kong Securities Clearing Company Limited**

**Customer Service Center**

1/F, One & Two Exchange Square

8 Connaught Place, Central

Hong Kong

and complete an input request form.

You can also collect a prospectus from this address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Sole Bookrunner and our Hong Kong Branch Share Registrar.

### **Giving Electronic Application Instructions to HKSCC via CCASS**

Where you have given **electronic application instructions** to apply for the Public Offer Shares and a **WHITE** Application Form is signed by HKSCC Nominees on your behalf:

- (i) HKSCC Nominees will only be acting as a nominee for you and is not liable for any breach of the terms and conditions of the **WHITE** Application Form or this prospectus;
- (ii) HKSCC Nominees will do the following things on your behalf:
  - **agree** that the Public Offer Shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the CCASS Participant's stock account on your behalf or your CCASS Investor Participant's stock account;
  - **agree** to accept the Public Offer Shares applied for or any lesser number allocated;

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- **undertake and confirm** that you have not applied for or taken up, will not apply for or take up, or indicate an interest for, any Offer Shares under the Offering;
- (if the **electronic application instructions** are given for your benefit) **declare** that only one set of **electronic application instructions** has been given for your benefit;
- (if you are an agent for another person) **declare** that you have only given one set of **electronic application instructions** for the other person's benefit and are duly authorised to give those instructions as their agent;
- **confirm** that you understand that our Company, the Directors and the Sole Bookrunner will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Public Offer Shares to you and that you may be prosecuted if you make a false declaration;
- **authorise** our Company to place HKSCC Nominees' name on our Company's register of members as the holder of the Public Offer Shares allocated to you and to send share certificate(s) and/or refund monies under the arrangements separately agreed between us and HKSCC;
- **confirm** that you have read the terms and conditions and application procedures set out in this prospectus and agree to be bound by them;
- **confirm** that you have received and/or read a copy of this prospectus and have relied only on the information and representations in this prospectus in causing the application to be made, save as set out in any supplement to this prospectus;
- **agree** that none of our Company, the Sole Bookrunner, the Underwriter, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer, is or will be liable for any information and representations not contained in this prospectus (and any supplement to it);
- **agree** to disclose your personal data to our Company, our Hong Kong Branch Share Registrar, receiving bank, the Sole Bookrunner, the Underwriter and/or their respective advisers and agents;

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- **agree** (without prejudice to any other rights which you may have) that once HKSCC Nominees' application has been accepted, it cannot be rescinded for innocent misrepresentation;
- **agree** that any application made by HKSCC Nominees on your behalf is irrevocable before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), such agreement to take effect as a collateral contract with us and to become binding when you give the instructions and such collateral contract to be in consideration of our Company agreeing that it will not offer any Public Offer Shares to any person before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), except by means of one of the procedures referred to in this prospectus. However, HKSCC Nominees may revoke the application before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong) if a person responsible for this prospectus under Section 40 of the Companies (WUMP) Ordinance gives a public notice under that section which excludes or limits that person's responsibility for this prospectus;
- **agree** that once HKSCC Nominees' application is accepted, neither that application nor your **electronic application instructions** can be revoked, and that acceptance of that application will be evidenced by our Company's announcement of the Public Offer results;
- **agree** to the arrangements, undertakings and warranties under the participant agreement between you and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, for giving **electronic application instructions** to apply for Public Offer Shares;
- **agree** with our Company, for itself and for the benefit of each Shareholder (and so that our Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for itself and on behalf of each of the Shareholders, with each CCASS Participant giving **electronic application instructions**) to observe and comply with the Companies (WUMP) Ordinance and the Articles of Association; and
- **agree** that your application, any acceptance of it and the resulting contract will be governed by the Laws of Hong Kong.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

### Effect of Giving Electronic Application Instructions to HKSCC via CCASS

By giving **electronic application instructions** to HKSCC or instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees shall be liable to our Company or any other person in respect of the things mentioned below:

- instructed and authorised HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Public Offer Shares on your behalf;
- instructed and authorised HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee by debiting your designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price is less than the maximum Offer Price per Offer Share initially paid on application, refund of the application monies (including brokerage, SFC transaction levy and the Stock Exchange trading fee) by crediting your designated bank account; and
- instructed and authorised HKSCC to cause HKSCC Nominees to do on your behalf all the things stated in the **WHITE** Application Form and in this prospectus.

### Minimum Purchase Amount and Permitted Numbers

You may give or cause your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** for a minimum of 5,000 Public Offer Shares. Instructions for more than 5,000 Public Offer Shares must be in one of the numbers set out in the table in the Application Forms. No application for any other number of Public Offer Shares will be considered and any such application is liable to be rejected.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

### Time for Inputting Electronic Application Instructions

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- Wednesday, 28 March 2018 – 9:00 a.m. to 8:30 p.m. <sup>(1)</sup>
- Thursday, 29 March 2018 – 8:00 a.m. to 8:30 p.m. <sup>(1)</sup>
- Tuesday, 3 April 2018 – 8:00 a.m. to 8:30 p.m. <sup>(1)</sup>
- Wednesday, 4 April 2018 – 8:00 a.m. <sup>(1)</sup> to 12:00 noon

*Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 28 March 2018 until 12:00 noon on Wednesday, 4 April 2018. The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, 4 April 2018, the last application day or such later time as described in “9. Effect of bad weather on the opening of the application lists” in this section.

### No Multiple Applications

If you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of Public Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Public Offer Shares for which you have given such instructions and/or for which such instructions have been given for your benefit. Any **electronic application instructions** to make an application for the Public Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application for the purposes of considering whether multiple applications have been made.

### Section 40 of the Companies (WUMP) Ordinance

For the avoidance of doubt, our Company and all other parties involved in the preparation of this prospectus acknowledge that each CCASS Participant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies (WUMP) Ordinance (as applied by Section 342E of the Companies (WUMP) Ordinance).

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

### Personal Data

The section of the Application Form headed “Personal Data” applies to any personal data held by our Company, the Hong Kong Branch Share Registrar, the receiving bank, the Sole Bookrunner, the Sole Lead Manager, the Underwriter and any of their respective advisers and agents about you in the same way as it applies to personal data about applicants other than HKSCC Nominees.

### 6. WARNING FOR ELECTRONIC APPLICATIONS

The subscription of the Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. Such facilities are subject to capacity limitations and potential service interruptions and you are advised not to wait until the last application day in making your electronic applications. Our Company, our Directors, the Sponsor, the Sole Lead Manager, the Sole Bookrunner and the Underwriter take no responsibility for such applications and provide no assurance that any CCASS Participant will be allotted any Offer Shares.

To ensure that CCASS Investor Participants can give their **electronic application instructions**, they are advised not to wait until the last minute to input their instructions to the systems. In the event that CCASS Investor Participants have problems in the connection to CCASS Phone System/CCASS Internet System for submission of **electronic application instructions**, they should either (i) submit a **WHITE** or **YELLOW** Application Form, or (ii) go to HKSCC’s Customer Service Centre to complete an input request form for **electronic application instructions** before 12:00 noon on Wednesday, 4 April 2018.

### 7. HOW MANY APPLICATIONS CAN YOU MAKE

Multiple applications for the Offer Shares are not allowed except by nominees. If you are a nominee, in the box on the Application Form marked “For nominees” you must include:

- an account number; or
- some other identification code,

for each beneficial owner or, in the case of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

All of your applications will be rejected if more than one application on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC is made for your benefit (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**). If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being for your benefit.

“**Unlisted company**“ means a company with no equity securities listed on the Stock Exchange.

“**Statutory control**“ means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

### 8. HOW MUCH ARE THE OFFER SHARES

The **WHITE** and **YELLOW** Application Forms have tables showing the exact amount payable for Shares.

You must pay the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee in full upon application for Shares under the terms set out in the Application Forms.

You may submit an application using a **WHITE** or **YELLOW** Application Form in respect of a minimum of 5,000 Public Offer Shares. Each application or electronic application instruction in respect of more than 5,000 Public Offer Shares must be in one of the numbers set out in the table in the Application Form.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules), and the SFC transaction levy and the Stock Exchange trading fee are paid to the Stock Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC).

For further details on the Offer Price, see the section headed “Structure and conditions of the Share Offer – Pricing and allocation” in this prospectus.

### 9. EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS

The application lists will not open if there is:

- a tropical cyclone warning signal number 8 or above; or
- a “black” rainstorm warning,

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Wednesday, 4 April 2018. Instead they will open between 11:45 a.m. and 12:00 noon on the next Business Day which does not have either of those warnings in Hong Kong in force at any time between 9:00 a.m. and 12:00 noon.

If the application lists do not open and close on Wednesday, 4 April 2018 or if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force in Hong Kong that may affect the dates mentioned in the section headed “Expected timetable” in this prospectus, an announcement will be made in such event.

### 10. PUBLICATION OF RESULTS

Our Company expects to announce the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Tuesday, 17 April 2018 on our Company’s website at [www.hwakoon.com](http://www.hwakoon.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offering will be available at the dates and times and in the manner specified below:

- in the announcement to be posted on our Company’s website at [www.hwakoon.com](http://www.hwakoon.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 9:00 a.m. on Tuesday, 17 April 2018;
- from the designated results of allocations website at [www.ewhiteform.com.hk/results](http://www.ewhiteform.com.hk/results) with a “search by ID” function on a 24-hour basis from 9:00 a.m. on Tuesday, 17 April 2018 to 12:00 midnight on Monday, 23 April 2018;



---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- by telephone enquiry line by calling (852) 2153 1688 between 9:00 a.m. and 6:00 p.m. from Tuesday, 17 April 2018 to Monday, 23 April 2018 (excluding Saturday, Sunday and Public Holiday);
- in the special allocation results booklets which will be available for inspection during opening hours from Tuesday, 17 April 2018 to Thursday, 19 April 2018 at all the receiving bank designated branches.

If our Company accepts your offer to purchase (in whole or in part), which it may do by announcing the basis of allocations and/or making available the results of allocations publicly, there will be a binding contract under which you will be required to purchase the Public Offer Shares if the conditions of the Share Offer are satisfied and the Share Offer is not otherwise terminated. Further details are contained in the section headed “Structure and Conditions of the Share Offer” in this prospectus.

You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

### 11. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED OFFER SHARES

You should note the following situations in which the Public Offer Shares will not be allotted to you:

**(i) If your application is revoked:**

By completing and submitting an Application Form or giving **electronic application instructions** to HKSCC, you agree that your application or the application made by HKSCC Nominees on your behalf cannot be revoked on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or public holiday in Hong Kong). This agreement will take effect as a collateral contract with our Company.

Your application or the application made by HKSCC Nominees on your behalf may only be revoked on or before such fifth day if a person responsible for this prospectus under Section 40 of the Companies (WUMP) Ordinance (as applied by Section 342E of the Companies (WUMP) Ordinance) gives a public notice under that section which excludes or limits that person’s responsibility for this prospectus.

If any supplement to this prospectus is issued, applicants who have already submitted an application will be notified that they are required to confirm their applications. If applicants have been so notified but have not confirmed their applications in accordance with the procedure to be notified, all unconfirmed applications will be deemed revoked.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot, respectively.

**(ii) If our Company or its agents exercise their discretion to reject your application:**

Our Company, the Sole Bookrunner and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

**(iii) If the allotment of Public Offer Shares is void:**

The allotment of Public Offer Shares will be void if the Listing Committee does not grant permission to list the Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Listing Committee notifies our Company of that longer period within three weeks of the closing date of the application lists.

**(iv) If:**

- you make multiple applications or suspected multiple applications;
- you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Public Offer Shares and Placing Shares;
- your Application Form is not completed in accordance with the stated instructions;
- your payment is not made correctly or the cheque or banker's cashier order paid by you is dishonoured upon its first presentation;

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- the Underwriting Agreements do not become unconditional or are terminated;
- our Company or the Sole Bookrunner believes that by accepting your application, it or they would violate applicable securities or other laws, rules or regulations; or
- your application is for more than 50% of the Public Offer Shares initially offered under the Public Offer.

### 12. REFUND OF APPLICATION MONIES

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$0.55 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer – Conditions of the Public Offer” in this prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on Tuesday, 17 April 2018.

### 13. DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND MONIES

You will receive one share certificate for all Public Offer Shares allotted to you under the Public Offer (except pursuant to applications made on **YELLOW** Application Forms or by **electronic application instructions** to HKSCC via CCASS where the share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. If you apply by **WHITE** or **YELLOW** Application Form, subject to personal collection as mentioned below, the following will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on the Application Form:

- share certificate(s) for all the Public Offer Shares allotted to you (for **YELLOW** Application Forms, share certificates will be deposited into CCASS as described below); and

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- refund cheque(s) crossed “Account Payee Only” in favour of the applicant (or, in the case of joint applicants, the first-named applicant) for (i) all or the surplus application monies for the Public Offer Shares, wholly or partially unsuccessfully applied for; and/or (ii) the difference between the Offer Price and the maximum Offer Price per Offer Share paid on application in the event that the Offer Price is less than the maximum Offer Price (including brokerage, SFC transaction levy and the Stock Exchange trading fee but without interest). Part of the Hong Kong identity card number/passport number, provided by you or the first-named applicant (if you are joint applicants), may be printed on your refund cheque, if any. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund cheque(s). Inaccurate completion of your Hong Kong identity card number/passport number may invalidate or delay encashment of your refund cheque(s).

Subject to arrangement on despatch/collection of share certificates and refund monies as mentioned below, any refund cheques and share certificates are expected to be posted on or around Tuesday, 17 April 2018. The right is reserved to retain any share certificate(s) and any surplus application monies pending clearance of cheque(s) or banker’s cashier’s order(s).

Share certificates will only become valid at 8:00 a.m., Wednesday, 18 April 2018 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in this prospectus has not been exercised. Investors who trade shares prior to the receipt of share certificates or the share certificates becoming valid do so at their own risk.

### **Personal collection**

#### ***(i) If you apply using a WHITE Application Form***

If you apply for 1,000,000 Public Offer Shares or more and have provided all information required by your Application Form, you may collect your refund cheque(s) and/or share certificate(s) in person from the Hong Kong Branch Share Registrar Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, 17 April 2018 or such other date as notified by us.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation’s chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Branch Share Registrar.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

If you do not collect your refund cheque(s) and/or share certificate(s) personally within the time specified for collection, they will be despatched promptly to the address specified in your Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Public Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on Tuesday, 17 April 2018, by ordinary post and at your own risk.

***(ii) If you apply using a YELLOW Application Form***

If you apply for 1,000,000 Public Offer Shares or more, please follow the same instructions as described above. If you have applied for less than 1,000,000 Public Offer Shares, your refund cheque(s) will be sent to the address on the relevant Application Form on Tuesday, 17 April 2018, by ordinary post and at your own risk.

If you apply by using a **YELLOW** Application Form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your or the designated CCASS Participant's stock account as stated in your Application Form on Tuesday, 17 April 2018, or upon contingency, on any other date determined by HKSCC or HKSCC Nominees.

- *If you apply through a designated CCASS Participant (other than a CCASS Investor Participant)*

For Public Offer shares credited to your designated CCASS Participant's stock account (other than CCASS Investor Participant), you can check the number of Public Offer shares allotted to you with that CCASS Participant.

- *If you are applying as a CCASS Investor Participant*

Our Company will publish the results of CCASS Investor Participants' applications together with the results of the Public Offer in the manner described in "Publication of results" above. You should check the announcement published by our Company and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 17 April 2018 or any other date as determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Public Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

*(iii) If you apply via electronic application instructions to HKSCC*

*Allocation of Offer Shares*

For the purposes of allocating Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives **electronic application instructions** or each person for whose benefit instructions are given will be treated as an applicant.

*Deposit of Share Certificates into CCASS and Refund of Application Monies*

- If your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of your designated CCASS Participant's stock account or your CCASS Investor Participant stock account on Tuesday, 17 April 2018, or, on any other date determined by HKSCC or HKSCC Nominees.
- Our Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, our Company will include information relating to the relevant beneficial owner), your Hong Kong identity card number/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Public Offer in the manner specified in "Publication of results" above on Tuesday, 17 April 2018. You should check the announcement published by our Company and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 17 April 2018 or such other date as determined by HKSCC or HKSCC Nominees.
- If you have instructed your broker or custodian to give **electronic application instructions** on your behalf, you can also check the number of Public Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that broker or custodian.
- If you have applied as a CCASS Investor Participant, you can also check the number of Public Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) on Tuesday, 17 April 2018. Immediately following the credit of the Offer Shares to your stock account and the credit of refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.

---

## HOW TO APPLY FOR PUBLIC OFFER SHARES

---

- Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the maximum Offer Price per Offer Share initially paid on application (including brokerage, SFC transaction levy and the Stock Exchange trading fee but without interest) will be credited to your designated bank account or the designated bank account of your broker or custodian on Tuesday, 17 April 2018.

### **14. ADMISSION OF THE SHARES INTO CCASS**

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

*The following is the text of a report set out on pages I-1 to I-66 received from the Company's reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purposes of incorporation in this Prospectus.*

# Deloitte.

# 德勤

## ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF HKE HOLDINGS LIMITED AND DAKIN CAPITAL LIMITED

### Introduction

We report on the historical financial information of HKE Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages I-5 to I-66, which comprises the combined statements of financial position as at 30 June 2015, 2016, 2017 and 30 September 2017, the statement of financial position of the Company as at 30 September 2017, and the combined statements of profit or loss and other comprehensive income, the combined statements of changes in equity and the combined statements of cash flows for each of the three years ended 30 June 2017 and the three months ended 30 September 2017 (the "Track Record Period") and a summary of significant accounting policies and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages I-5 to I-66 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 28 March 2018 (the "Prospectus") in connection with the initial listing of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

### Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.



**Reporting accountants' responsibility**

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 “*Accountants’ Reports on Historical Financial Information in Investment Circulars*” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

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

**Opinion**

In our opinion the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the Group’s financial position as at 30 June 2015, 2016, 2017 and 30 September 2017, of the Company’s financial position as at 30 September 2017 and of the Group’s financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information.

**Review of stub period comparative financial information**

We have reviewed the stub period comparative financial information of the Group which comprises the combined statement of profit or loss and other comprehensive income, the combined statement of changes in equity and the combined statement of cash flows for the three months ended 30 September 2016 and other explanatory information (the “Stub Period Comparative Financial Information”). The directors of the Company are responsible for the preparation and presentation of the Stub Period Comparative Financial Information in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Stub Period Comparative Financial Information, for the purposes of the accountants’ report, is not prepared, in all material respects, in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information.

**Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance*****Adjustments***

The Historical Financial Information is stated after making such adjustments to the Underlying Financial Statements as defined on page I-5 as were considered necessary.

***Dividends***

We refer to Note 12 to the Historical Financial Information which contains information about dividends paid by the Company’s subsidiaries and states that no dividend have been paid by the Company in respect of the Track Record Period.

***No historical financial statements for the Company***

No financial statements have been prepared for the Company since its date of incorporation.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

28 March 2018

## HISTORICAL FINANCIAL INFORMATION OF THE GROUP

## Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of the accountants' report.

The Historical Financial Information in this report was prepared based on the financial statements of the Hwa Koon Engineering Pte Ltd ("Hwa Koon") for the years ended 30 June 2015, 2016 and 2017 (the "Hwa Koon's Financial Statements"), and the consolidated financial statements of Philosophy Global Limited ("Philosophy Global") for the three months ended 30 September 2017 (the "Philosophy Global's Financial Statements"), and the management accounts of the Company for the period from its date of incorporation to 30 September 2017 (collectively referred to as "Underlying Financial Statements"). The Underlying Financial Statements have been prepared in accordance with the accounting policies which conform with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB"). The Hwa Koon's Financial Statements and the Philosophy Global's Financial Statements were audited by Deloitte & Touche LLP Singapore, a firm of Public Accountants and Certified Accountants registered in Singapore, in accordance with the International Standards on Auditing issued by the International Auditing and Assurance Standards Board.

The Historical Financial Information is presented in Singapore dollars ("S\$").

## COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	NOTES	Year ended 30 June			Three months ended 30 September	
		2015 S\$	2016 S\$	2017 S\$	2016 S\$	2017 S\$
					(unaudited)	
Revenue	6	13,244,503	9,793,083	14,937,418	4,474,065	4,034,961
Costs of services/sales		(7,971,327)	(6,187,490)	(8,432,129)	(2,599,950)	(2,258,059)
Gross profit		5,273,176	3,605,593	6,505,289	1,874,115	1,776,902
Other income	7a	23,160	50,639	48,468	19,051	8,201
Other gains	7b	-	-	132,825	29,011	-
Administrative expenses		(1,173,671)	(634,716)	(618,196)	(169,403)	(177,699)
Finance costs	8	(2,327)	(225)	-	-	-
Listing expenses		-	-	-	-	(1,798,559)
Profit (loss) before taxation	9	4,120,338	3,021,291	6,068,386	1,752,774	(191,155)
Income tax expense	10	(653,575)	(340,367)	(917,764)	(253,930)	(247,831)
Profit (loss) for the year/period		<u>3,466,763</u>	<u>2,680,924</u>	<u>5,150,622</u>	<u>1,498,844</u>	<u>(438,986)</u>
Other comprehensive (expense) income						
<i>Items that may be reclassified subsequently to profit or loss:</i>						
Fair value change on available-for-sale financial assets, net of tax		-	(95,812)	223,323	28,323	-
Reclassified upon disposal of available- for-sale financial assets		-	-	(127,511)	(29,011)	-
		-	(95,812)	95,812	(688)	-
Total comprehensive income (expense) for the year/period		<u>3,466,763</u>	<u>2,585,112</u>	<u>5,246,434</u>	<u>1,498,156</u>	<u>(438,986)</u>

## STATEMENTS OF FINANCIAL POSITION

	NOTES	The Group			The Company	
		As at 30 June		2017	As at 30 September	
		2015	2016		2017	2017
		\$	\$	\$	\$	\$
<b>Non-current assets</b>						
Property, plant and equipment	14	662,379	685,523	746,796	722,334	–
<b>Current assets</b>						
Available-for-sale financial assets	15	–	1,510,000	–	–	–
Trade receivables	16	1,968,802	2,322,159	3,477,865	4,334,638	–
Other receivables, deposits and prepayments	17	52,595	85,070	76,985	647,283	534,763
Amounts due from customers for construction work	18	305,274	1,494,180	2,193,064	2,746,989	–
Amounts due from related parties	19a	50,756	346,982	–	–	–
Restricted bank deposit	20	–	–	–	175,000	–
Bank balances and cash	20	3,751,835	1,095,434	4,011,269	3,939,661	–
		<u>6,129,262</u>	<u>6,853,825</u>	<u>9,759,183</u>	<u>11,843,571</u>	<u>534,763</u>
<b>Current liabilities</b>						
Trade and other payables	21	845,637	1,202,772	1,415,017	3,098,555	1,293,271
Amounts due to customers for construction work	18	28,287	304,847	–	567,407	–
Amounts due to related parties/amount due to Hwa Koon	19b	703,562	–	–	–	1,040,051
Amounts due to directors	19c	915,543	720,970	–	–	–
Obligation under finance leases						
– due within one year	22	15,777	–	–	–	–
Income tax payable		684,867	425,470	950,215	1,199,394	–
		<u>3,193,673</u>	<u>2,654,059</u>	<u>2,365,232</u>	<u>4,865,356</u>	<u>2,333,322</u>

	NOTES	The Group			The Company	
		As at 30 June		2017	As at	As at
		2015	2016		30 September	30 September
		S\$	S\$	S\$	S\$	S\$
<b>Net current assets</b>						
<b>(liabilities)</b>		<u>2,935,589</u>	<u>4,199,766</u>	<u>7,393,951</u>	<u>6,978,215</u>	<u>(1,798,559)</u>
<b>Total assets less current liabilities</b>		<u>3,597,968</u>	<u>4,885,289</u>	<u>8,140,747</u>	<u>7,700,549</u>	<u>(1,798,559)</u>
<b>Non-Current liability</b>						
Deferred tax liabilities	23	<u>14,419</u>	<u>16,628</u>	<u>25,652</u>	<u>24,304</u>	<u>-</u>
<b>Net assets (liabilities)</b>		<u><u>3,583,549</u></u>	<u><u>4,868,661</u></u>	<u><u>8,115,095</u></u>	<u><u>7,676,245</u></u>	<u><u>(1,798,559)</u></u>
<b>Capital and reserves</b>						
Share capital	24a	500,000	1,000,000	1,000,000	4,600,136	-
Reserves	24b	<u>3,083,549</u>	<u>3,868,661</u>	<u>7,115,095</u>	<u>3,076,109</u>	<u>(1,798,559)</u>
<b>Equity attributable to owners of the Company</b>		<u><u>3,583,549</u></u>	<u><u>4,868,661</u></u>	<u><u>8,115,095</u></u>	<u><u>7,676,245</u></u>	<u><u>(1,798,559)</u></u>

## COMBINED STATEMENTS OF CHANGES IN EQUITY

	Reserves					
	Share capital	Available-for-sale financial assets	Merger reserve	Accumulated profits	Sub-total	Total
At 1 July 2014	500,000	–	–	2,116,786	2,116,786	2,616,786
Profit and other comprehensive income for the year	–	–	–	3,466,763	3,466,763	3,466,763
Dividend (Note 12)	–	–	–	(2,500,000)	(2,500,000)	(2,500,000)
At 30 June 2015	500,000	–	–	3,083,549	3,083,549	3,583,549
Profit for the year	–	–	–	2,680,924	2,680,924	2,680,924
Fair value change on available-for-sale financial assets, net of tax	–	(95,812)	–	–	(95,812)	(95,812)
Total comprehensive income for the year	–	(95,812)	–	2,680,924	2,585,112	2,585,112
Dividend (Note 12)	–	–	–	(1,300,000)	(1,300,000)	(1,300,000)
Issuance of shares (Note 24)	500,000	–	–	(500,000)	(500,000)	–
At 30 June 2016	1,000,000	(95,812)	–	3,964,473	3,868,661	4,868,661
Profit for the year	–	–	–	5,150,622	5,150,622	5,150,622
Fair value change on available-for-sale financial assets, net of tax	–	223,323	–	–	223,323	223,323
Reclassified upon disposal of available-for-sale financial assets	–	(127,511)	–	–	(127,511)	(127,511)
Total comprehensive income for the year	–	95,812	–	5,150,622	5,246,434	5,246,434
Dividend (Note 12)	–	–	–	(2,000,000)	(2,000,000)	(2,000,000)
At 30 June 2017	1,000,000	–	–	7,115,095	7,115,095	8,115,095
Loss and total comprehensive expense for the period	–	–	–	(438,986)	(438,986)	(438,986)
Shares subscription in Philosophy Global Reorganisation*	136	–	–	–	–	136
	3,600,000	–	(3,600,000)	–	(3,600,000)	–
At 30 September 2017	4,600,136	–	(3,600,000)	6,676,109	3,076,109	7,676,245
For the three months ended 30 September 2016 (unaudited)						
At 1 July 2016	1,000,000	(95,812)	–	3,964,473	3,868,661	4,868,661
Profit for the period	–	–	–	1,498,844	1,498,844	1,498,844
Fair value change on available-for-sale financial assets, net of tax	–	28,323	–	–	28,323	28,323
Reclassified upon disposal of available-for-sale financial assets	–	(29,011)	–	–	(29,011)	(29,011)
Total comprehensive income for the period	–	(688)	–	1,498,844	1,498,156	1,498,156
At 30 September 2016 (unaudited)	1,000,000	(96,500)	–	5,463,317	5,366,817	6,366,817

\* The merger reserve arose from the share swap pursuant to agreement entered between Mr. Ang, Mr. Ong and Mr. Koh (all defined in Note 2) and Philosophy Global dated 14 September 2017, details of which are set out in Note 2.

## COMBINED STATEMENTS OF CASH FLOWS

	Year ended 30 June		Three months ended 30 September		
	2015 S\$	2016 S\$	2017 S\$	2016 S\$ (unaudited)	2017 S\$
<b>Operating activities</b>					
Profit (loss) before taxation	4,120,338	3,021,291	6,068,386	1,752,774	(191,155)
Adjustments for:					
Depreciation of property, plant and equipment	78,271	76,253	98,582	21,634	29,531
Finance costs	2,327	225	–	–	–
Dividend income	–	(40,500)	(27,000)	(15,000)	–
Interest income	–	–	(118)	–	(2,511)
Gain on disposal of available-for-sale financial assets	–	–	(127,511)	(29,011)	–
Gain on disposal of property, plant and equipment	–	–	(5,314)	–	–
Operating cash flow before movement in working capital	4,200,936	3,057,269	6,007,025	1,730,397	(164,135)
<i>Movements in working capital:</i>					
Increase in trade receivables	(473,099)	(353,357)	(1,155,706)	(1,440,902)	(856,773)
Decrease (increase) in other receivables, deposits and prepayments	281,257	(32,475)	8,085	(40,755)	(570,298)
Decrease (increase) in amounts due from customers for construction work	448,324	(1,188,906)	(698,884)	(940,484)	(553,925)
(Increase) decrease in amounts due from related parties	(21,400)	44,856	–	–	–
Decrease in amounts due to related parties	(10,550)	–	–	–	–
Increase in trade and other payables	408,276	357,135	212,245	401,889	1,683,538
(Decrease) increase in amounts due to customers for construction work	(960,930)	276,560	(304,847)	34,053	567,407
Cash generated from (used in) operations	3,872,814	2,161,082	4,067,918	(255,802)	105,814
Income taxes paid	(390,863)	(597,555)	(383,995)	–	–
<b>Net cash from operating activities</b>	<b>3,481,951</b>	<b>1,563,527</b>	<b>3,683,923</b>	<b>(255,802)</b>	<b>105,814</b>



	Year ended 30 June			Three months ended 30 September	
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
				(unaudited)	
<b>Investing activities</b>					
Payment for acquiring available-for-sale financial assets	-	(1,605,812)	-	-	-
Proceeds from disposal of available-for-sale financial assets	-	-	1,733,323	702,323	-
Purchase of property, plant and equipment	(3,993)	(99,397)	(159,855)	(10,400)	(5,069)
Proceeds from disposal of property, plant and equipment	-	-	5,314	-	-
Advances to related parties	-	(391,838)	-	-	-
Repayment of advances to related parties	-	-	346,982	-	-
Dividends received	-	40,500	27,000	15,000	-
Interest received	-	-	118	-	2,511
Placement of pledged bank deposit	-	-	-	-	(175,000)
<b>Net cash (used in) from investing activities</b>	<b>(3,993)</b>	<b>(2,056,547)</b>	<b>1,952,882</b>	<b>706,923</b>	<b>(177,558)</b>
<b>Financing activities</b>					
Interest paid	(2,327)	(225)	-	-	-
Repayment of finance lease payables	(48,541)	(15,777)	-	-	-
Repayment of advances from directors	(522,950)	-	(850,000)	(638,078)	-
Advance from directors	40,087	10,217	801,690	200,000	-
Advances from related parties	13,971	110,000	1,926,110	-	-
Repayment of advances from related parties	(294,014)	(137,806)	(1,926,110)	-	-
Proceeds from shares subscription in Philosophy Global	-	-	-	-	136
Dividends paid	(655,000)	(2,129,790)	(2,672,660)	-	-
<b>Net cash (used in) from financing activities</b>	<b>(1,468,774)</b>	<b>(2,163,381)</b>	<b>(2,720,970)</b>	<b>(438,078)</b>	<b>136</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>2,009,184</b>	<b>(2,656,401)</b>	<b>2,915,835</b>	<b>13,043</b>	<b>(71,608)</b>
<b>Cash and cash equivalents at beginning of the year/period</b>	<b>1,742,651</b>	<b>3,751,835</b>	<b>1,095,434</b>	<b>1,095,434</b>	<b>4,011,269</b>
<b>Cash and cash equivalents at end of the year/period, represented by bank balances and cash</b>	<b>3,751,835</b>	<b>1,095,434</b>	<b>4,011,269</b>	<b>1,108,477</b>	<b>3,939,661</b>

**NOTES TO THE HISTORICAL FINANCIAL INFORMATION****1. General**

The Company was incorporated and registered as an exempted company in the Cayman Islands with limited liability on 18 August 2017. The registered office of the Company is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business is at 10 Admiralty Street, #02-47 North Link Building, Singapore 757695.

The Company is an investment holding company and the principal activities of its operating subsidiary, Hwa Koon, are provision of integrated design and building services in the medical and healthcare sectors with expertise in performing radiation shielding works.

The functional currency of the Company is Singapore dollars (“S\$”), which is also the presentation currency of the Historical Financial Information.

**2. Group Reorganisation and Basis of Preparation and Presentation of Historical Financial Information**

The Historical Financial Information has been prepared based on the accounting policies set out in Note 4 which conform with IFRSs.

In preparing for the initial listing of the shares of the Company on the Stock Exchange, the companies comprising the Group underwent a group reorganisation (the “Reorganisation”) as described below. Prior to the Reorganisation, Mr. Ang Kong Meng (“Mr. Ang”), Mr. Ryan Ong Wei Liang (“Mr. Ong”) and Mr. Koh Lee Huat (“Mr. Koh”) (collectively referred to as the “Controlling Shareholders”, who owned 51%, 34% and 15% equity interest in Hwa Koon respectively) have been controlling Hwa Koon on a collective basis on decisions relating relevant activities, including but not limited to, financial, management and operational matters, of Hwa Koon. Each of the Controlling Shareholders have reiterated their agreement in writing that, in respect of the aforesaid matters in relation to Hwa Koon, they have always been acting in concert.

The Reorganisation comprised of the following steps:

- On 29 May 2017, Skylight Illumination Limited (“Skylight Illumination”, a company not forming part of the Group) was incorporated in the British Virgin Islands (“BVI”) with limited liability. On 28 July 2017, 51 ordinary shares, 34 ordinary shares and 15 ordinary shares of Skylight Illumination were issued and allotted to Mr. Ang, Mr. Ong and Mr. Koh respectively.

- On 29 May 2017, Philosophy Global was incorporated in the BVI with limited liability. On 28 July 2017, 51 ordinary shares, 34 ordinary shares and 15 ordinary shares, all with no par value, of Philosophy Global were issued and allotted to Mr. Ang, Mr. Ong and Mr. Koh at cash consideration of US\$51, US\$34 and US\$15, respectively.
- On 18 August 2017, the Company was incorporated in the Cayman Islands with limited liability with an initial authorised share capital of HK\$100,000 divided into 10,000,000 ordinary shares with par value of HK\$0.01 each. On 18 August 2017, one nil-paid subscriber share, was allotted and issued to the initial subscriber and was transferred to Skylight Illumination on the same day.
- On 14 September 2017, Mr. Ang, Mr. Ong and Mr. Koh, as vendors and Philosophy Global, as purchaser, entered into a sale and purchase agreement, pursuant to which Philosophy Global acquired 510,000 shares, 340,000 shares and 150,000 shares of Hwa Koon, representing all of its issued shares in aggregate, from Mr. Ang, Mr. Ong and Mr. Koh, respectively. In settlement of the consideration, Philosophy Global issued and allotted 51 ordinary shares, 34 ordinary shares and 15 ordinary shares, credited as fully paid, to Mr. Ang, Mr. Ong and Mr. Koh, respectively.
- On 2 March 2018, Mr. Ang, Mr. Ong and Mr. Koh, as vendors and the Company, as purchaser, entered into a sale and purchase agreement, pursuant to which the Company acquired by 102 ordinary shares, 68 ordinary shares and 30 ordinary shares of Philosophy Global, representing all of its issued shares in aggregate, from Mr. Ang, Mr. Ong and Mr. Koh, respectively, for exchange of 9,999 shares issued and allotted by the Company, credited as fully paid, to Skylight Illumination. Upon the completion of the above acquisition on 2 March 2018, Philosophy Global became a wholly-owned subsidiary of the Company.

The Group resulting from the Reorganisation, which involves interspersing the Company, Philosophy Global and other investment holding company between Hwa Koon and the Controlling Shareholders, is to be regarded as a continuing entity. Accordingly, the combined statements of profit or loss and other comprehensive income, combined statements of changes in equity and combined statements of cash flows for the Track Record Period include the results, changes in equity and cash flows of the companies comprising the Group as if the Company had always been the holding company of the Group and the current group structure had been in existence throughout the Track Record Period, or since their respective date of incorporation, where this is a shorter period.

The combined statements of financial position of the Group as at 30 June 2015, 2016 and 2017 and 30 September 2017 have been prepared to present the assets and liabilities of the companies comprising the Group as if the Company had always been the holding company of the Group and the current group structure had been in existence at those dates taking into account the respective dates of incorporation, where applicable.

For the purpose of the report, the Historical Financial Information has been prepared and presented using carrying amounts of assets and liabilities of Hwa Koon or of the Philosophy Global (as appropriate) for all periods presented.

No statutory financial statements of the Company have been prepared since its date of incorporation as it is incorporated in a jurisdiction where there are no statutory audit requirements.

### **3. Application of IFRSs**

For the purpose of preparing and presenting the Historical Financial Information for the Track Record Period, the Group has consistently applied IFRSs that are effective for the financial year beginning on 1 July 2017 throughout the Track Record Period.

At the date of issuance of this report, the Group has not applied the following new and amendments to IFRSs and International Accounting Standards (“IAS”) and the new interpretations that have been issued but are not yet effective:

IFRS 9	Financial Instruments <sup>1</sup>
IFRS 15	Revenue from Contracts with Customers and the related Amendments <sup>1</sup>
IFRS 16	Leases <sup>3</sup>
IFRS 17	Insurance Contracts <sup>2</sup>
IFRIC 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>
IFRIC 23	Uncertainty over Income Tax Treatments <sup>3</sup>
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts <sup>1</sup>
Amendments to IFRS 9	Prepayment Features with Negative Compensation <sup>3</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement <sup>3</sup>
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures <sup>3</sup>
Amendments to IAS 40	Transfers of Investment Property <sup>1</sup>
Amendments to IAS 28	As part of the Annual Improvements to IFRS Standards 2014-2016 Cycle <sup>1</sup>
Amendments to IFRSs	Annual Improvement to IFRS Standards 2015-2017 Cycle <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>4</sup> Effective for annual periods beginning on or after a date to be determined

Except as described below, the management of the Group considers that the application of the amendments to IFRSs, amendments to IASs and the new interpretations is unlikely to have a material impact on the Group's financial position and performance as well as disclosure in future.

### ***IFRS 9 Financial Instruments***

IFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of IFRS 9 which are relevant to the Group are described below:

- All recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39 *Financial Instruments: Recognition and Measurement*. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

In general, the application of the expected credit loss model of IFRS 9 will result in earlier recognition of credit losses for the financial assets recognized as at 30 September 2017.

In the opinion of the directors of the Company, based on the historical experience of the Group, the default rate of the outstanding balances with customers and related parties is low. Hence, the directors of the Company anticipate that the application of IFRS 9 would not have material impact on the Group's future financial statements. It is also expected that the adoption of IFRS 9 in the future may not have other significant impact on amounts reported in respect of the Group's financial assets and financial liabilities based on an analysis of the Group's financial instruments as at 30 September 2017.

### ***IFRS 15 Revenue from Contracts with Customers***

IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and the related interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

In 2016, the IASB issued clarifications to IFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

Based on the preliminary analysis, the directors of the Company anticipate that the application of IFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of IFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

### ***IFRS 16 Leases***

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 *Leases* and the related interpretations when it becomes effective.

IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents operating lease payments as operating cash flows. Under the IFRS 16 lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

In contrast to lessee accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by IFRS 16.



As at 30 September 2017, the Group has non-cancellable operating lease commitments of S\$67,520, as disclosed in Note 25. A preliminary assessment indicates that approximately S\$41,600 out of these arrangements will meet the definition of a lease under IFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of IFRS 16. The combination of straight-line depreciation of the right-of-use asset and the effective interest rate method applied to the lease liability will result in a higher total charge to the consolidated statement of profit or loss in the initial years of the lease, and decreasing expenses during the latter part of the lease term, but there is no impact on the total expenses recognized over the lease term. In addition, at 30 September 2017 the Group currently considers refundable rental deposits paid of S\$13,600 as rights under leases to which IAS 17 applies. Based on the definition of lease payments under IFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustment to refundable rental deposits paid would be included in the carrying amount of right-of-use assets. The directors of the Company anticipate that the application of IFRS 16 would not have significant impact on the net financial position and performance of the Group comparing with IAS 17 currently adopted by the Group. Nevertheless, the application of new requirements may result changes in presentation and disclosure as indicated above.

#### **4. Significant Accounting Policies**

The Historical Financial Information has been prepared on the historical cost basis, other than available-for-sale financial assets which are measured at fair value, and in accordance with the following accounting policies which conform with IFRSs. In addition, the Historical Financial Information includes the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the Historical Financial Information is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are within the scope of IAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies adopted are set out below.

#### ***Basis of combination***

The Historical Financial Information incorporates the financial statements of the Company and companies controlled by the Company and its subsidiaries. Control is achieved when a company:

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

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

Combination of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year/period are included in the combined statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

### ***Revenue recognition***

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the future economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) *Revenue from provision of Integrated design and building services (as defined in Note 6)*

Revenue from construction works is recognised in accordance with the Group's accounting policy on construction contracts (see below construction contracts policy).

- (ii) *Revenue from provision of Maintenance and other services (as defined in Note 6)*

Revenue from provision of Maintenance and other services (as defined in Note 6) is recognised upon receipt of the certification and acceptance of the customers i.e. at the time the future economic benefits expected to flow to the Group is probable.

Revenue from other maintenance services is recognised when the services are provided according to the terms of the agreements.

*(iii) Sales of tools and materials*

Revenue from the sale of tools and materials is recognised when all the following conditions are satisfied:

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

*(iv) Interest income*

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

*(v) Dividend income*

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

***Construction contracts***

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design. Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the percentage of completion of the contract activity at the end of each reporting period.

The percentage of completion is measured by contract costs incurred to date as compared to the estimated total contract costs for Integrated design and building services.

Variations in contract work and claims are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that are probably recoverable. Contract costs are recognised as expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Costs of construction contracts include costs that relate directly to the specific contract and costs that are attributable to contract activity and can be allocated to the contract. Such costs include but are not limited to material, labour, depreciation and hire of equipment, interest expense, subcontract cost and estimated costs of rectification and guarantee work, including expected warranty costs.

When contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for construction work. For contracts where progress billings exceed construction costs incurred to date plus recognised profits less recognised losses, the surplus is shown as the amounts due to customers for contract work. Amounts received before the related work is performed are included in the combined statements of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the combined statements of financial position under trade receivables.

***Provisions***

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

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

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

***Onerous contracts***

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

***Leasing***

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

***The Group as lessee***

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the combined statements of financial position as obligation under finance lease. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

***Government grants***

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the combined statements of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

***Retirement benefit costs***

Payments made to Central Provident Fund (“CPF”) are recognised as expense when employees have rendered service entitling them to the contributions.

***Short-term and other long-term employee benefits***

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefits in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deduction of any amount already paid.

***Taxation***

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

The tax currently payable is based on taxable profit for the year/period. Taxable profit differs from “profit (loss) before taxation” as reported in the combined statements of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years/periods and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.



The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

### ***Property, plant and equipment***

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### ***Impairment of tangible assets***

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

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

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

#### ***Dividend distribution***

Dividend distribution to the shareholders is recognised as a liability in the Historical Financial Information in the period in which the dividends are approved by the shareholders or directors of the group companies, where appropriate.

#### ***Financial instruments***

Financial assets and liabilities are recognised in the Historical Financial Information when a group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities are added to or deducted from the fair value of financial assets or financial liabilities, as appropriate, on initial recognition.

***Financial assets***

All financial assets are recognised and derecognised on a trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, net of transaction costs (if any).

The Group's financial assets are classified into available-for-sale ("AFS") financial assets and loans and receivables. The classification depends on the nature and purpose of financial assets and is determined at the time of initial recognition.

***AFS financial assets***

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss.

Equity and debt securities held by the Group that are classified as AFS financial assets and traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method are recognised in profit or loss. Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of "Available-for-sale financial assets reserve". When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the "Available-for-sale financial assets reserve" is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below.)

***Loans and receivables***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, amounts due from related parties, bank balances and cash and restricted bank deposits), are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Interest is recognised by applying the effective interest method, except for short-term receivables when the recognition of interest would be immaterial.

***Effective interest method***

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees or points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

***Impairment loss on financial assets***

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS financial assets, a significant or prolonged decline in the fair value of the security below its costs is considered to be objective evidence of impairment.

For other financial assets held by the Group, objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty; or
- Breach of contract, such as a default or delinquency in interest or principal payments; or
- It becoming probable that the borrower will enter bankruptcy or financial re-organisation.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flow discounted at the financial asset's original effective interest rate.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 30 to 90 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

#### ***Financial liabilities and equity instruments***

Financial liabilities and equity instruments issued by the Group are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### ***Equity instruments***

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

#### ***Financial liabilities at amortised cost***

Financial liabilities (including trade payables, other payables, amounts due to related parties and amounts due to directors) are subsequently measured at amortised cost, using the effective interest method.

***Effective interest method***

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payment (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

***Derecognition***

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

**5. Key Sources of Estimation Uncertainty**

In the application of the Group's accounting policies, which are described in Note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following is the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next twelve months.

***Construction contracts***

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design. Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of each reporting period.

The percentage of completion is measured by contract costs incurred to date as compared to the estimated total contract costs for Integrated design and building services.

Variations in contract work and claims are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Management reviews the construction contracts for foreseeable losses whenever there is an indication that the estimated contract revenue is lower than the estimated total contract cost. The actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of each reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

The carrying amounts of assets and liabilities arising from construction contracts are disclosed in Note 18 to the Historical Financial Information.

***Estimated impairment of trade receivables***

Management assesses at the end of each reporting period whether there is any objective evidence that trade receivables are impaired. If there is objective evidence that an impairment loss on trade receivables has been incurred, the amount of loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows. Where the actual future cash flows are less than expected, an impairment loss may arise. The carrying amounts of the trade receivables are disclosed in Note 16 to the Historical Financial Information.

## 6. Revenue and Segment Information

Revenue represents the fair value of amounts received and receivable from (i) provision of services including preparation and consultation on building design and specifications, performance of building works (mainly including radiation shielding works, M&E works and fitting-out works) and assisting to obtain statutory approvals and certifications for the building works (“Integrated design and building services”) to external customers, (ii) provision of maintenance services generally comprise conducting examinations, replacement of parts and repair works (if necessary) in relation to the radiation shielding works and mechanical & electrical works, and provision of other ancillary services generally include minor renovation and installation works, dismantling and disposal of used medical equipment, removal of construction waste materials, and cleaning of the work sites upon completion of building works, etc. (“Maintenance and other services”) and (iii) sales of tools and materials (such as fabricated radiation shielding products, signage boards, lead sheet and lead glass) (“Sales of tools and materials”).

Information is reported to the Controlling Shareholders, being the chief operating decision maker (“CODM”) of the Group, for the purposes of resource allocation and performance assessment. The accounting policies are the same as Group’s accounting policies described in Note 4. The CODM reviews revenue by nature of services, i.e. “Integrated design and building services”, “Maintenance and other services” and “Sales of tools and materials”. No other analysis of the Group’s results nor assets and liabilities is regularly provided to the CODM for review and the CODM reviews the overall results and financial performance of the Group as a whole. Accordingly, the CODM has identified one operating segment. Only entity-wide disclosures on revenue, major customers and geographical information are presented in accordance with IFRS 8 *Operating Segments*.

An analysis of the Group’s revenue for the Track Record Period is as follows:

	Year ended 30 June			Three months ended 30 September	
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
<i>Revenue from:</i>					
Integrated design and building services	12,868,708	9,330,736	14,571,194	4,351,851	3,936,916
Maintenance and other services	323,910	367,451	330,370	114,266	93,197
Sales of tools and materials	51,885	94,896	35,854	7,948	4,848
	<u>13,244,503</u>	<u>9,793,083</u>	<u>14,937,418</u>	<u>4,474,065</u>	<u>4,034,961</u>



**Major customers**

The revenue from customers individually contributed over 10% of total revenue of the Group during the Track Record Period are as follows:

	Year ended 30 June			Three months ended	
	2015	2016	2017	30 September	2017
	S\$	S\$	S\$	S\$	S\$
				(unaudited)	
Customer A	3,082,776	N/A*	N/A*	N/A*	N/A*
Customer B	3,067,227	2,036,468	3,618,049	1,414,237	N/A*
Customer C	2,442,475	2,049,999	N/A*	N/A*	N/A*
Customer F	N/A*	N/A*	N/A*	517,655	703,004
Customer D	1,651,213	2,968,423	N/A*	N/A*	872,904
Customer H	N/A*	N/A*	2,487,259	608,781	908,962
Customer I	N/A*	N/A*	1,725,000	635,132	N/A*
Customer J	N/A*	N/A*	N/A*	N/A*	556,041

\* The corresponding revenue did not contribute over 10% of the total revenue of the Group for the reporting period.

**Geographical information**

The Group principally operates in Singapore, which is also the place of domicile. Revenue derived from Singapore represents 99.3%, 98.8%, 97.5%, 99.8% (unaudited) and 100% of total revenue for the years ended 30 June 2015, 2016, 2017 and the three months ended 30 September 2016 and 2017, respectively, based on the location of products and services are delivered and the Group's property, plant and equipment are all located in Singapore.

**7. a. Other Income**

	Year ended 30 June			Three months ended	
	2015	2016	2017	30 September	2017
	S\$	S\$	S\$	S\$	S\$
				(unaudited)	
Dividend income from available-for-sale financial assets	–	40,500	27,000	15,000	–
Government grants (note)	23,160	10,139	13,430	672	1,140
Interest income	–	–	118	–	2,511
Others	–	–	7,920	3,379	4,550
	<u>23,160</u>	<u>50,639</u>	<u>48,468</u>	<u>19,051</u>	<u>8,201</u>

*Note:*

Government grants mainly include the Wage Credit Scheme, the Productivity and Innovation Credit Scheme ("PIC") and the Temporary Employment Credit, all of them are compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs.

Included in the amounts are S\$13,628, S\$3,289, S\$3,517, nil (unaudited) and nil, representing grants received under the Wage Credit Scheme for the years ended 30 June 2015, 2016, 2017 and the three months ended 30 September 2016 and 2017 respectively. Under this credit scheme, the government provides assistance to Singapore-registered businesses by way of co-funding 40%, 20% and 20% of wage increases given to Singapore Citizen employees earning a gross monthly wage of S\$4,000 and below in 2015, 2016 and 2017, respectively.

During the year ended 30 June 2015, S\$9,340 grants under the PIC was received. Under this scheme, the government provides 60% cash payout rate for qualifying expenditure for the year.

During the years ended 30 June 2016, 2017 and the three months ended 30 September 2016 and 2017, the Group received S\$6,850, S\$8,332, S\$672 (unaudited) and S\$1,140 grants under the Temporary Employment Credit respectively. Under the Temporary Employment Credit scheme, the government provides assistance to alleviate business costs due to increases in contribution rates of employee's national saving schemes.

**b. Other Gains**

	Year ended 30 June			Three months ended 30 September	
	2015 S\$	2016 S\$	2017 S\$	2016 S\$	2017 S\$
Gain arising on disposal of property, plant and equipment	-	-	5,314	-	-
Gain arising on disposal of available-for-sale financial assets	-	-	127,511	29,011	-
	<u>-</u>	<u>-</u>	<u>132,825</u>	<u>29,011</u>	<u>-</u>

**8. Finance Costs**

	Year ended 30 June			Three months ended 30 September	
	2015 S\$	2016 S\$	2017 S\$	2016 S\$	2017 S\$
<i>Interest on:</i>					
Obligation under finance leases	<u>2,327</u>	<u>225</u>	<u>-</u>	<u>-</u>	<u>-</u>

**9. Profit (Loss) before Taxation**

Profit (loss) before taxation has been arrived at after charging:

	Year ended 30 June			Three months ended 30 September	
	2015 S\$	2016 S\$	2017 S\$	2016 S\$	2017 S\$
Auditor's remuneration	-	-	-	-	-
Depreciation of property, plant and equipment					
- Recognised as cost of services/sales	50,452	49,005	72,958	15,969	20,565
- Recognised as administrative expenses	<u>27,819</u>	<u>27,248</u>	<u>25,624</u>	<u>5,665</u>	<u>8,966</u>
	<u>78,271</u>	<u>76,253</u>	<u>98,582</u>	<u>21,634</u>	<u>29,531</u>
Directors' and chief executive's remuneration ( <i>Note 11</i> )	221,535	326,090	326,111	77,149	77,138
Other staff costs					
- Salaries and other benefits	2,178,058	1,588,378	1,879,868	452,652	464,459
- Contributions to CPF	<u>119,435</u>	<u>116,198</u>	<u>124,069</u>	<u>30,942</u>	<u>30,130</u>
Total staff costs	<u>2,519,028</u>	<u>2,030,666</u>	<u>2,330,048</u>	<u>560,743</u>	<u>571,727</u>
Cost of materials recognised as cost of services/sales	2,574,082	1,308,611	2,505,649	769,017	400,810
Subcontractor costs recognised as cost of services/sales	<u>3,365,032</u>	<u>2,623,849</u>	<u>3,221,925</u>	<u>1,183,855</u>	<u>1,243,645</u>

**10. Income Tax Expense**

	Year ended 30 June			Three months ended 30 September	
	2015 S\$	2016 S\$	2017 S\$	2016 S\$	2017 S\$
Tax expense comprises:					
Current tax					
- Singapore corporate income tax ("CIT")	653,020	338,158	908,740	254,550	249,179
Deferred tax expense ( <i>Note 23</i> )	<u>555</u>	<u>2,209</u>	<u>9,024</u>	<u>(620)</u>	<u>(1,348)</u>
	<u>653,575</u>	<u>340,367</u>	<u>917,764</u>	<u>253,930</u>	<u>247,831</u>

Singapore CIT is calculated at 17% of the estimated assessable profit and Hwa Koon is further eligible for CIT rebate of 50%, capped at S\$20,000 and S\$25,000 for the Years of Assessment 2016 and 2017 respectively, and 20%, capped at \$10,000 for Year of Assessment 2018, determined based on financial year end date of the company. Hwa Koon can also enjoy 75% tax exemption on the first S\$10,000 of chargeable income and a further 50% tax exemption on the next S\$290,000 of chargeable income. Hwa Koon is entitled to additional 300% tax deductions/allowances for qualified capital expenditures and operating expenses under the PIC scheme in Singapore for the Year of Assessment of 2015, 2016, 2017 and 2018.

The taxation for the Track Record Period can be reconciled to the profit (loss) before taxation per the combined statements of profit or loss and other comprehensive income as follows:

	Year ended 30 June			Three months ended 30 September	
	2015 S\$	2016 S\$	2017 S\$	2016 S\$	2017 S\$
Profit (loss) before taxation	<u>4,120,338</u>	<u>3,021,291</u>	<u>6,068,386</u>	<u>1,752,774</u>	<u>(191,155)</u>
Tax at applicable tax rate of 17%	700,457	513,619	1,031,626	297,972	(32,496)
Tax effect of expenses not deductible for tax purpose	3,010	3,347	1,987	497	306,252
Tax effect of income not taxable for tax purpose	–	(6,885)	(26,267)	(7,482)	–
Effect of tax concessions and partial tax exemption	<u>(49,892)</u>	<u>(169,714)</u>	<u>(89,582)</u>	<u>(37,057)</u>	<u>(25,925)</u>
Taxation for the year/period	<u>653,575</u>	<u>340,367</u>	<u>917,764</u>	<u>253,930</u>	<u>247,831</u>

## 11. Directors' and Chief Executive's Emoluments and Employees' Remuneration

*Directors' and chief executive's emoluments*

Mr. Ang, Mr. Koh and Mr. Ong were appointed as directors of the Company on 18 August 2017 respectively.

The emoluments paid or payable to the directors and chief-executive of the Company (including emoluments for services as employee/directors of the Group prior to becoming the directors of the Company) by entities comprising the Group during the Track Record Period are as follows:

## Year ended 30 June 2015

	Fees S\$	Discretionary bonus S\$	Salaries and allowances S\$	Contributions to CPF S\$	Total S\$
Mr. Ang	100,000	-	-	-	100,000
Mr. Koh	20,000	-	91,500	10,035	121,535
	<u>120,000</u>	<u>-</u>	<u>91,500</u>	<u>10,035</u>	<u>221,535</u>

## Year ended 30 June 2016

	Fees S\$	Discretionary bonus S\$	Salaries and allowances S\$	Contributions to CPF S\$	Total S\$
Mr. Ang	-	-	114,000	5,925	119,925
Mr. Koh	-	-	96,000	11,355	107,355
Mr. Ong	-	-	85,188	13,622	98,810
	<u>-</u>	<u>-</u>	<u>295,188</u>	<u>30,902</u>	<u>326,090</u>

## Year ended 30 June 2017

	Fees S\$	Discretionary bonus S\$	Salaries and allowances S\$	Contributions to CPF S\$	Total S\$
Mr. Ang	104,500	-	9,500	461	114,461
Mr. Koh	-	-	97,350	12,375	109,725
Mr. Ong	-	-	87,000	14,925	101,925
	<u>104,500</u>	<u>-</u>	<u>193,850</u>	<u>27,761</u>	<u>326,111</u>

Three months ended 30 September 2016 (unaudited)

	Fees S\$	Discretionary bonus S\$	Salaries and allowances S\$	Contributions to CPF S\$	Total S\$
Mr. Ang	19,000	-	9,500	461	28,961
Mr. Koh	-	-	24,000	3,094	27,094
Mr. Ong	-	-	18,000	3,094	21,094
	<u>19,000</u>	<u>-</u>	<u>51,500</u>	<u>6,649</u>	<u>77,149</u>

Three months ended 30 September 2017

	Fees S\$	Discretionary bonus S\$	Salaries and allowances S\$	Contributions to CPF S\$	Total S\$
Mr. Ang	28,500	-	-	-	28,500
Mr. Koh	-	-	24,450	3,094	27,544
Mr. Ong	-	-	18,000	3,094	21,094
	<u>28,500</u>	<u>-</u>	<u>42,450</u>	<u>6,188</u>	<u>77,138</u>

- (i) Mr. Koh acts as chief executive of the Company with effect from 18 August 2017.
- (ii) No other retirement benefits were paid to the above directors in respect of their respective services in connection with the management of the affairs of the Group.
- (iii) The appointment of independent non-executive directors subsequent to the Track Record Period is disclosed in the section headed "Directors and Senior Management" to the Prospectus.

The emoluments shown above were for the directors' services in connection with the management affairs of the Group.

During the Track Record Period, no remuneration was paid by the Group to the director of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. Each of the directors has not waived or agreed to waive any remuneration during the Track Record Period.

*Employees' remuneration*

Two, three, three, three (unaudited) and three directors are included in the remunerations of the five highest paid individuals during the year ended 30 June 2015, 2016, 2017 and the three months ended 30 September 2016 and 2017, respectively. Details of the remuneration for the remaining highest paid employees who are not directors of the Company are as follows:

	Year ended 30 June			Three months ended 30 September	
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
				(unaudited)	
Salaries and allowances	745,500	192,000	192,000	36,824	48,000
Discretionary bonus*	100,000	66,500	56,500	-	-
Contribution to retirement benefits scheme	14,670	14,900	15,930	6,149	3,308
	<u>860,170</u>	<u>273,400</u>	<u>264,430</u>	<u>42,973</u>	<u>51,308</u>

# *Included in the remunerations of the five highest paid individuals during the year ended 30 June 2015 is S\$500,000 paid to Mr. Ang Hwa Koon who is the brother of Mr. Ang, the then shareholder and director of Hwa Koon. Mr. Ang Hwa Koon resigned from his directorship in February 2015.*

\* *The discretionary bonus is determined by reference to the duties and responsibilities of the relevant individual within the Group and the Group's performance.*

The number of the highest paid individuals, who are not directors of the Company, whose remuneration within the following bands were as follows:

Emolument bands	Number of employees			Three months ended 30 September	
	2015	2016	2017	2016	2017
Nil to HK\$1,000,000 (equivalent to approximately S\$180,000)	2	2	2	2	2
HK\$2,500,001 to HK\$3,000,000 (equivalent to approximately S\$450,001 to S\$540,000)	1	-	-	-	-
	<u>3</u>	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

During the Track Record Period, no remuneration was paid to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

**12. Dividend**

During each of the three years ended 30 June 2017 and the three months ended 30 September 2016 and 2017, Hwa Koon declared S\$2,500,000, S\$1,300,000, S\$2,000,000, nil (unaudited) and nil, respectively, dividends to its then shareholders.

The rate of dividend and number of shares ranking for the above dividends are not presented as such information is not meaningful having regard to the purpose of this report.

No dividend was paid or declared by the Company since its incorporation.

**13. Earnings (Loss) Per Share**

No earnings (loss) per share information is presented for the purpose of this report as its inclusion is not considered meaningful having regard to the Reorganisation of the Group and the result of the Group for the Track Record Period that is prepared on a combined basis as set out in Note 2.



## 14. Property, Plant and Equipment

	Plant and machinery S\$	Properties S\$	Computer and office equipment S\$	Motor vehicles S\$	Furniture and fittings S\$	Total S\$
<i>Cost</i>						
At 1 July 2014	41,708	631,290	56,091	254,454	30,112	1,013,655
Additions	<u>2,210</u>	<u>-</u>	<u>1,543</u>	<u>-</u>	<u>240</u>	<u>3,993</u>
At 30 June 2015	43,918	631,290	57,634	254,454	30,352	1,017,648
Additions	<u>4,743</u>	<u>-</u>	<u>5,501</u>	<u>89,153</u>	<u>-</u>	<u>99,397</u>
At 30 June 2016	48,661	631,290	63,135	343,607	30,352	1,117,045
Additions	308	-	53,667	90,800	15,080	159,855
Disposals	<u>-</u>	<u>-</u>	<u>-</u>	<u>(39,200)</u>	<u>-</u>	<u>(39,200)</u>
At 30 June 2017	48,969	631,290	116,802	395,207	45,432	1,237,700
Additions	<u>1,679</u>	<u>-</u>	<u>2,946</u>	<u>-</u>	<u>444</u>	<u>5,069</u>
At 30 September 2017	<u>50,648</u>	<u>631,290</u>	<u>119,748</u>	<u>395,207</u>	<u>45,876</u>	<u>1,242,769</u>
<i>Accumulated Depreciation</i>						
At 1 July 2014	24,157	103,267	18,514	111,171	19,889	276,998
Charge for the year	<u>8,086</u>	<u>11,691</u>	<u>10,649</u>	<u>42,365</u>	<u>5,480</u>	<u>78,271</u>
At 30 June 2015	32,243	114,958	29,163	153,536	25,369	355,269
Charge for the year	<u>5,153</u>	<u>11,691</u>	<u>10,778</u>	<u>43,852</u>	<u>4,779</u>	<u>76,253</u>
At 30 June 2016	37,396	126,649	39,941	197,388	30,148	431,522
Charge for the year	3,680	11,691	13,095	69,276	840	98,582
Elimination on disposals	<u>-</u>	<u>-</u>	<u>-</u>	<u>(39,200)</u>	<u>-</u>	<u>(39,200)</u>
At 30 June 2017	41,076	138,340	53,036	227,464	30,988	490,904
Charge for the period	<u>976</u>	<u>2,923</u>	<u>5,263</u>	<u>19,589</u>	<u>780</u>	<u>29,531</u>
At 30 September 2017	<u>42,052</u>	<u>141,263</u>	<u>58,299</u>	<u>247,053</u>	<u>31,768</u>	<u>520,435</u>
<i>Carrying Values</i>						
At 30 June 2015	<u>11,675</u>	<u>516,332</u>	<u>28,471</u>	<u>100,918</u>	<u>4,983</u>	<u>662,379</u>
At 30 June 2016	<u>11,265</u>	<u>504,641</u>	<u>23,194</u>	<u>146,219</u>	<u>204</u>	<u>685,523</u>
At 30 June 2017	<u>7,893</u>	<u>492,950</u>	<u>63,766</u>	<u>167,743</u>	<u>14,444</u>	<u>746,796</u>
At 30 September 2017	<u>8,596</u>	<u>490,027</u>	<u>61,449</u>	<u>148,154</u>	<u>14,107</u>	<u>722,334</u>

The above items of property, plant and equipment are depreciated on a straight-line basis over the following useful lives after taking into account the residual values:

Plant and machinery	5 years
Properties	54 years
Computer and office equipment	5 years
Motor vehicles	5 years
Furniture and fittings	5 years

The carrying value of below items that are assets held under finance leases:

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Motor vehicles	100,918	-	-	-

#### 15. Available-for-sale Financial Assets

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Listed equity securities in Singapore	-	1,510,000	-	-

During the financial year ended 30 June 2017, the Group disposed of all available-for-sale investments. The cumulative fair value change arising on the revaluation of available-for-sale financial assets accumulated in the other comprehensive income in prior year has been reclassified to profit or loss upon disposal.

## 16. Trade Receivables

	As at 30 June			As at 30
	2015	2016	2017	September
	S\$	S\$	S\$	2017
				S\$
Trade receivables	1,790,439	2,278,721	3,332,464	4,189,237
Retention receivable ( <i>note</i> )	155,639	16,189	145,401	145,401
Unbilled revenue	<u>22,724</u>	<u>27,249</u>	<u>–</u>	<u>–</u>
	<u>1,968,802</u>	<u>2,322,159</u>	<u>3,477,865</u>	<u>4,334,638</u>

*Note:* The balances at 30 June 2015, 2016, 2017 and 30 September 2017 are all aged within one year, representing retention monies withheld by customers relating to provision of Integrated design and building services which is usually 12 months from the completion date, and are classified as current as they are expected to be received within the Group's normal operating cycle.

The Group grants credit terms to customers typically ranging from 30 to 90 days from the invoice date for trade receivables to all customers. The following is an analysis of trade receivables by age presented based on the invoice date at the end of each reporting period:

	As at 30 June			As at
	2015	2016	2017	30 September
	S\$	S\$	S\$	2017
				S\$
Within 30 days	1,217,188	1,639,836	1,180,156	1,626,947
31 days to 60 days	112,275	351,896	600,421	1,168,667
61 days to 90 days	70,433	117,133	749,595	483,230
91 days to 180 days	19,574	165,336	475,557	515,703
181 days to 1 year	148,516	4,520	326,735	394,690
Over 1 year but not more than 2 years	<u>222,453</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<u>1,790,439</u>	<u>2,278,721</u>	<u>3,332,464</u>	<u>4,189,237</u>

The carrying values of trade receivables approximate their fair values.

Included in the Group's trade receivables are aggregate carrying amounts of approximately S\$450,288, S\$219,902, S\$1,306,678 and S\$2,229,268 which are past due at 30 June 2015, 2016, 2017 and 30 September 2017, respectively, for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and amounts are still considered recoverable based on repayment history of respective customer.

Aging of trade receivables which are past due but not impaired based on invoice date at each reporting date:

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Within 30 days	-	184	-	-
31 days to 60 days	57,940	2,033	28,516	839,283
61 days to 90 days	1,805	47,829	475,870	479,592
91 days to 180 days	19,574	165,336	475,557	515,703
181 days to 1 year	148,516	4,520	326,735	394,690
Over 1 year but not more than 2 years	222,453	-	-	-
	<u>450,288</u>	<u>219,902</u>	<u>1,306,678</u>	<u>2,229,268</u>

Allowance for doubtful debts are recognised against trade receivables based on estimated irrecoverable amounts, determined by reference to individual customer's credit quality. In determining the recoverability of trade receivables, the management of the Group considers any change in the credit quality of the trade receivables from the initial recognition date to the end of each reporting period. In the opinion of the management of the Group, the trade receivables at the end of each reporting period are of good credit quality considering the high credibility of these customers, good track record with the Group and subsequent settlement, the management believes that no impairment allowance is necessary in respect of the remaining unsettled balances.

The Group does not charge interest or hold any collateral over these balances.

## 17. Other Receivables, Deposits and Prepayments

*The Group*

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Deposits	48,150	82,165	55,320	61,770
Prepayments ( <i>note</i> )	3,010	2,905	6,995	570,414
Others	1,435	–	14,670	15,099
	<u>52,595</u>	<u>85,070</u>	<u>76,985</u>	<u>647,283</u>

*Note:* At 30 September 2017, included in the balance is an amount of S\$534,763, representing deferred listing expenses.

*The Company*

	As at 30 September 2017 S\$
Deferred listing expenses	<u>534,763</u>

## 18. Amounts due from (to) Customers for Construction Work

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Contract costs incurred plus recognised profits less recognised losses	583,093	2,739,338	5,791,440	7,837,843
Less: progress billings	<u>(306,106)</u>	<u>(1,550,005)</u>	<u>(3,598,376)</u>	<u>(5,658,261)</u>
	<u>276,987</u>	<u>1,189,333</u>	<u>2,193,064</u>	<u>2,179,582</u>
<i>Analysed for reporting purposes as:</i>				
Amounts due from customers for construction work	305,274	1,494,180	2,193,064	2,746,989
Amounts due to customers for construction work	<u>(28,287)</u>	<u>(304,847)</u>	<u>–</u>	<u>(567,407)</u>
	<u>276,987</u>	<u>1,189,333</u>	<u>2,193,064</u>	<u>2,179,582</u>

## 19. Amounts due from (to) Related Parties/directors

## a. Amounts due from related parties

	As at		As at 30 June		As at	
	1 July		2015	2016	2017	30 September
	2014		2015	2016	2017	2017
	S\$	S\$	S\$	S\$	S\$	S\$
Analysed as:						
<i>Non-trade related*</i>						
- Mr. Ong Cher Tiok	-	-	346,982	-	-	-
<i>Trade related</i>						
- Shieldtech Engineering & Construction Sdn. Bhd. ("Shieldtech")		50,756	-	-	-	-
		<u>50,756</u>	<u>346,982</u>	<u>-</u>	<u>-</u>	<u>-</u>

Mr. Ong's father – Mr. Ong Cher Tiok, who held equity interest in Hwa Koon on trust for the benefit of Mr. Ong until the interest were transferred to Mr. Ong on 24 April 2017, has controlling equity interest in Shieldtech.

The Group granted Shieldtech a credit period for sale of goods of 30 days from the invoice date. The following is an aged analysis of trade related amount due from the related party presented based on the invoice date at the end of each reporting period:

	As at 30 June		As at	
	2015	2016	2017	30 September
	S\$	S\$	S\$	2017
	S\$	S\$	S\$	S\$
Within 90 days	<u>50,756</u>	<u>-</u>	<u>-</u>	<u>-</u>

\* The balance as at 30 June 2016 is non-trade related, unsecured, non-interest bearing and without a fixed repayment term. The maximum amounts outstanding during the years ended 30 June 2014, 2015, 2016, 2017 and the three months ended 30 September 2017 were nil, nil, S\$346,982, S\$346,982 and nil respectively.

**b. Amounts due to related parties***The Group*

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Analysed as:				
<i>Non-trade related*</i>				
- Mr. Ong Cher Tiok	<u>697,662</u>	<u>-</u>	<u>-</u>	<u>-</u>
<i>Trade related</i>				
- Shieldtech	<u>5,900</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u><u>703,562</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

The average credit period for provision of services is 30 days. The aging of trade related amount due to the related company presented based on the invoice date at the end of each reporting period is as follows:

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Within 90 days	<u>5,900</u>	<u>-</u>	<u>-</u>	<u>-</u>

\* At 30 June 2015, the amount included dividend payable amounting to S\$625,000. The balance as at 30 June 2015 is non-trade related, unsecured, non-interest bearing and without a fixed repayment term.

*The Company*

At 30 September 2017, the balance represents amount due to Hwa Koon which is non-trade related, unsecured, non-interest bearing and without a fixed repayment term.

*c. Amounts due to directors*

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Mr. Ang	499,424	463,251	-	-
Mr. Koh	416,119	162,319	-	-
Mr. Ong	-	95,400	-	-
	<u>915,543</u>	<u>720,970</u>	<u>-</u>	<u>-</u>

At 30 June 2015 and 2016, the amount included dividend payables amounting to S\$877,450 and S\$672,660.

The balances as at 30 June 2015 and 30 June 2016 are non-trade related, unsecured, non-interest bearing and without a fixed repayment term.

**20. Restricted Bank Deposit/Cash and Bank Balances**

Other than approximately S\$59,660 and S\$1,089,397 included in the bank balances at 30 June 2017 and 30 September 2017, respectively, which carries interest rate of 0.78% per annum, the remaining bank balances are not interest bearing.

An amount of S\$175,000 as at 30 September 2017 represents restricted bank deposit placed at a bank as pledged item for a performance guarantee issued to a customer in favor to Hwa Koon and the management of the Group expects the balance will be entirely released within 12 months from the end of the reporting period. The balance carries interest of 0.25% per annum.



## 21. Trade and Other Payables

*The Group*

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Trade payables	192,887	836,495	1,093,110	638,439
Trade accruals	<u>479,989</u>	<u>160,909</u>	<u>39,306</u>	<u>749,084</u>
	<u>672,876</u>	<u>997,404</u>	<u>1,132,416</u>	<u>1,387,523</u>
Accrued operating expenses	12,081	6,383	65,677	50,295
Accrued listing expense	-	-	-	1,293,271
Other payables				
Advanced billing	6,600	11,104	-	-
Goods and Services Tax ("GST") payable	96,200	103,000	93,615	194,669
Payroll and CPF payable	46,067	59,979	115,435	172,797
Others	<u>11,813</u>	<u>24,902</u>	<u>7,874</u>	<u>-</u>
	<u>845,637</u>	<u>1,202,772</u>	<u>1,415,017</u>	<u>3,098,555</u>

The following is an aged analysis of trade payables presented based on the invoice date at the end of each reporting period:

*The Group*

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Within 90 days	192,887	826,984	1,093,110	597,365
91 days to 180 days	<u>-</u>	<u>9,511</u>	<u>-</u>	<u>41,074</u>
	<u>192,887</u>	<u>836,495</u>	<u>1,093,110</u>	<u>638,439</u>

The credit period on purchases from suppliers and subcontractors is between 14 to 90 days or payable upon delivery.

**The Company**

	As at <b>30 September</b> <b>2017</b> S\$
Accrued listing expenses	1,293,271

**22. Obligations under Finance Leases**

	Minimum lease payments				Present value of minimum lease payments			
	As at 30 June		As at 30 September		As at 30 June		As at 30 September	
	2015	2016	2017	2017	2015	2016	2017	2017
	S\$	S\$	S\$	S\$	S\$	S\$	S\$	S\$
Amounts payable under finance leases								
- Within one year	16,002	-	-	-	15,777	-	-	-
Less: future finance charges	(225)	-	-	-	-	-	-	-
Present value of lease obligations	15,777	-	-	-	15,777	-	-	-
Less: Amount due for settlement within one year (shown under current liabilities)					(15,777)	-	-	-
Amount due for settlement after one year					-	-	-	-

Interest rates underlying the obligations under finance leases are fixed at respective contract dates during the Track Record Period:

	Year ended 30 June		Three months ended 30 September	
	2015	2016	2017	2017
	Interest rate per annum	6%	6%	-

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets (Note 14). The charges is released upon settlement of the lease payables during the year ended 30 June 2016.

**23. Deferred Tax Liabilities**

	Year ended 30 June		Three months ended	
	2015	2016	2017	30 September 2017
	S\$	S\$	S\$	S\$
At the beginning of the year/period	13,864	14,419	16,628	25,652
Charged (credited) to profit or loss for the year/period:				
– Accelerated tax depreciation	<u>555</u>	<u>2,209</u>	<u>9,024</u>	<u>(1,348)</u>
At the end of the year/period	<u><u>14,419</u></u>	<u><u>16,628</u></u>	<u><u>25,652</u></u>	<u><u>24,304</u></u>

The deferred tax liabilities resulted from temporary taxable differences arising from accelerated depreciation in relation to capital allowance claims on qualified assets in accordance with prevailing tax laws in Singapore.

**24. Share Capital and reserve of the Company*****a Share Capital***

At 30 June 2015, 2016 and 2017, the balances represent share capital of Hwa Koon.

At 30 September 2017, the balance represents combined share capital of the Company and Philosophy Global.

During the year ended 30 June 2016, Hwa Koon capitalised and appropriated the sum of up to \$500,000 being part of the sum standing to the credit of the Hwa Koon's reserve account and applied such sum to pay up in full 500,000 new ordinary shares at no par value. These shares were issued to then shareholders in proportion to their shareholding held by each of them at the date of issuance.

On 29 May 2017, Philosophy Global was incorporated in the BVI with limited liability. On 28 July 2017, 51 ordinary shares, 34 ordinary shares and 15 ordinary shares, all with no par value, of Philosophy Global were issued and allotted to Mr. Ang, Mr. Ong and Mr. Koh at cash consideration of US\$51, US\$34 and US\$15, respectively. On 14 September 2017, Philosophy Global further issued 100 shares to Mr. Ang, Mr. Ong and Mr. Koh for exchange of their respective equity interest in Hwa Koon (details of which are set out in Note 2).

On 18 August 2017, the Company was incorporated with an authorised share capital of HK\$100,000 divided into 10,000,000 shares with par value of HK\$0.01 each. On 18 August 2017, the Company allotted and issued one share.

**b Reserve of the Company**

The movement of the Company's reserve is as follows:

	<b>For the period ended 30 September 2017 S\$</b>
At 18 August 2017 (date of incorporation)	–
Loss and total comprehensive expense for the period	<u>(1,798,559)</u>
At 30 September 2017	<u><u>(1,798,559)</u></u>

**25. Operating Lease Commitments**

***The Group as lessee***

	Year ended 30 June			Three months ended 30 September	
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
Minimum lease payments paid under operating lease in respect of staff dormitories	<u>42,120</u>	<u>43,290</u>	<u>72,120</u>	<u>9,720</u>	<u>22,520</u>

(unaudited)

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

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
Within one year	39,600	39,600	78,000	64,320
After one year but within two years	—	—	12,800	3,200
	<u>39,600</u>	<u>39,600</u>	<u>90,800</u>	<u>67,520</u>

The leases have tenures ranging from one to two years. The lease payments are fixed over the lease term and no contingent rent provision is included in the contracts.

## 26. Retirement Benefit Plan

As prescribed by the Central Provident Fund Board of Singapore, the Group's employees employed in Singapore who are Singapore Citizens or Permanent Residents are required to join the CPF scheme. For the years ended 30 June 2015, 2016, 2017 and the three months ended 30 September 2016 and 2017, the Group contributes up to 16%, 17%, 17%, 17% (unaudited) and 17% of the eligible employees' salaries to the CPF scheme. Each of employee's qualifying salary is capped at S\$5,000 per month prior to 1 January 2016, and are adjusted to S\$6,000 per month afterwards.

The total costs charged to profit or loss, amounting to S\$129,470, S\$147,100, S\$151,830, S\$37,591 (unaudited) and S\$36,318 for the years ended 30 June 2015, 2016, 2017 and the three months ended 30 September 2016 and 2017 respectively, represent contributions paid to the retirement benefits scheme by the Group.

As at 30 June 2015, 2016, 2017 and 30 September 2017, contributions of S\$20,373, S\$26,640, S\$23,879 and S\$27,214 were due respectively but had not been paid to the CPF. The amounts were paid subsequent to the end of the respective years/period.

**27. Related Party Transactions**

Apart from disclosures made in Notes 11 and 19, the Group entered into the following transactions with related parties during the Track Record Period:

**a. Sales**

	Year ended 30 June			Three months ended 30 September	
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
Shieldtech	50,756	–	85,500	–	–
BRC Global Pte. Ltd. ("BRC Global") (note)	–	8,900	9,350	9,350	–
	<u>50,756</u>	<u>8,900</u>	<u>94,850</u>	<u>9,350</u>	<u>–</u>

**b. Purchases/Services/Subcontracting Services Received**

	Year ended 30 June			Three months ended 30 September	
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
Shieldtech	5,900	–	–	–	–
BRC Global (note)	–	222,500	743,421	306,370	–
	<u>5,900</u>	<u>222,500</u>	<u>743,421</u>	<u>306,370</u>	<u>–</u>

Note: Mr. Ong was formerly a director of and held 33.33% equity interest in BRC Global. In March 2017, Mr. Ong resigned from his directorship and disposed of all his equity interest in BRC Global and BRC Global is no longer regarded as a related party to the Group since then.

**c. Funding arrangement**

During the years ended 30 June 2015, 2016, 2017 and the three months ended 30 September 2016 and 2017, the Group received funds from directors amounting to S\$40,087, S\$10,217, S\$801,690, S\$200,000 (unaudited) and nil, respectively, all of which are non-interest bearing, unsecured and repayable on demand.

**d. Compensation of key management personnel**

The remuneration of directors of the Company and other members of key management of the Group during each year of the Track Record Period were as follows:

	Year ended 30 June			Three months ended 30 September	
	2015	2016	2017	2016	2017
	S\$	S\$	S\$	S\$	S\$
				(unaudited)	
Short-term benefits	842,425	432,580	447,470	105,300	117,826
Post-employment benefits	<u>21,817</u>	<u>44,110</u>	<u>42,481</u>	<u>9,777</u>	<u>9,279</u>
	<u>864,242</u>	<u>476,690</u>	<u>489,951</u>	<u>115,077</u>	<u>127,105</u>

**28. Capital Risk Management**

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the Track Record Period.

The capital structure of the Group consists of debt, which includes advances from the directors and obligation under finance leases, as disclosed in Notes 19c and 22, respectively, net of bank balances and cash and equity attributable to owners of the Group, comprising share capital and reserves.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management considers the cost of capital and the risks associated with each class of items in the context of capital structure. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares and new debts.

## 29. Financial Instruments

*Categories of financial instruments*

The Group	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
<b>Financial assets</b>				
<i>– Loans and receivables</i>				
Trade receivables	1,968,802	2,322,159	3,477,865	4,334,638
Other receivables and deposits*	49,585	82,165	69,990	76,869
Amounts due from related parties	50,756	346,982	–	–
Bank balances and cash	3,751,835	1,095,434	4,011,269	3,939,661
Restricted bank deposit	–	–	–	175,000
	5,820,978	3,846,740	7,559,124	8,526,168
<i>– Available-for-sale financial assets</i>				
Listed equity investments	–	1,510,000	–	–
	<u>5,820,978</u>	<u>5,356,740</u>	<u>7,559,124</u>	<u>8,526,168</u>
<b>Financial liabilities</b>				
<i>– Amortised cost</i>				
Trade and other payables <sup>#</sup>	742,837	1,088,668	1,321,402	2,903,886
Amounts due to related parties	703,562	–	–	–
Amounts due to directors	915,543	720,970	–	–
	2,361,942	1,809,638	1,321,402	2,903,886
Obligation under finance leases	15,777	–	–	–
	<u>2,377,719</u>	<u>1,809,638</u>	<u>1,321,402</u>	<u>2,903,886</u>

\* *Prepayments are excluded*# *GST payables and advance billing are excluded*



	As at 30 September 2017 S\$
<b>The Company</b>	
Financial liability:	
– Amount due to Hwa Koon	<u>1,040,051</u>

***Financial risk management objectives***

The Group's major financial instruments include available-for-sale financial assets, trade and other receivables, amounts due from/to related parties/directors, bank balances and cash, restricted bank deposit and trade and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk, currency risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) *Market risk*

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management has assessed there is minimal exposure of the interest rate risk on the variable rate of interest earned in the bank balance. The Group is also exposed to fair value interest rate risk in relation to fixed-rate finance leases. It is the Group's policy to raise borrowings at fixed-rate or variable-rate according to business needs and as to minimise the fair value and cash flow interest rate risk.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate risk exposure and will consider interest rate hedging should the need arise.

No sensitivity of interest rate risk is prepared as the Group has no material variable interest bearing financial instruments.

## Currency risk

The Group has certain trade receivables and payables denominated in United States dollar (“US\$”) and Malaysia Ringgit (“MYR”) other than the functional currency of respective group companies, which exposes the Group to foreign currency risk.

The Group manages the risk by closely monitoring the movement of the foreign currency rate.

The carrying amounts of the Group’s monetary assets and liabilities denominated in foreign currencies at the end of reporting period is as below:

	As at 30 June		As at 30 September	
	2015	2016	2017	2017
	S\$	S\$	S\$	S\$
<b>Monetary assets</b>				
– denominated				
in US\$	<u>–</u>	<u>–</u>	<u>253,289</u>	<u>22,638</u>
<b>Monetary liabilities</b>				
– denominated				
in MYR	<u>–</u>	<u>–</u>	<u>15,981</u>	<u>6,278</u>

Sensitivity analysis

If the US\$ strengthens/weakens by 10% against the functional currency of respective group companies, the Group’s profit for the year ended 30 June 2017 would increase/decrease by S\$21,023 and the Group’s loss for the three months ended 30 September 2017 would decrease/increase by S\$470.

If the MYR strengthens/weakens by 10% against the functional currency of respective group entity, the Group’s profit for the year ended 30 June 2017 would decrease/increase by S\$1,326 and the Group’s loss for the three months ended 30 September 2017 would increase/decrease by S\$130.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the years/period.

#### Price risk

At 30 June 2016, the Group is exposed to equity price risk through its available-for-sale financial assets representing investments in Singapore listed equity securities. The management of the Group manages the exposure by maintaining a portfolio of investment with different risks.

#### Sensitivity analysis

If the price of respective equity instruments had been 10% higher/lower, the "available-for-sale financial assets reserve" at 30 June 2016 would increase/decrease by approximately S\$133,000 for the Group as a result of the changes in fair value of respective listed securities.

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent price risk as the year end exposure does not reflect the exposure during the year.

#### (b) *Credit risk*

The Group's concentration of credit risk by geographical locations is mainly in Singapore, which accounted for 100% of the total financial assets as at 30 June 2015, 2016 and 97% as at 30 June 2017 and 99% as at 30 September 2017.

At the end of each reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the combined statements of financial position.

In order to minimise the credit risk, the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Before accepting any new customer, the Group carries out research on the credit risk of the new customer and assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed when necessary.

In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, management of the Group considers that the Group's credit risk is significantly reduced.

Approximately 89%, 96%, 73% and 70% of total trade receivables outstanding at 30 June 2015, 2016, 2017 and 30 September 2017 were due from top 5 customers which exposed the Group to concentration of credit risk.

Those five largest customers are with good creditworthiness based on historical settlement record. In order to minimise the concentration of credit risk, the management has delegated staff responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure follow-up action is taken to recover overdue debts. The management also performs periodic evaluations and customer visits to ensure the Group's exposure to bad debts is not significant and adequate impairment losses are made for irrecoverable amount. In this regard, management of the Group considers that the Group's credit risk is significantly reduced.

Other than concentration of credit risk on bank balances and restricted bank deposit, placed in two, three, three and three banks as at 30 June 2015, 2016 and 2017 and 30 September 2017, which the counterparties are financially sound, the Group has no other significant concentration of credit risk on other receivables, with exposure spread over a number of counterparties.

The credit risk in respect of amounts due from related parties are minimal as the Group has closely monitoring procedures to collect the debts.

(c) *Liquidity risk*

Liquidity risk is the risk that the Group will encounter difficulties in meeting its financial obligations as and when they fall due. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the relevant market rates as at the reporting date) of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows, where applicable.

The Group	Weighted average interest rate	On demand or within 3 months S\$	3 to 6 months S\$	6 to 12 months S\$	Total undiscounted cash flows S\$	Carrying amount S\$
-----------	--------------------------------------	---	-------------------------	--------------------------	--	---------------------------

## As at 30 June 2015

*Non-interest bearing*

Trade and other payables	N/A	742,837	-	-	742,837	742,837
Amounts due to related parties	N/A	703,562	-	-	703,562	703,562
Amount due to directors	N/A	915,543	-	-	915,543	915,543

*Interest bearing*

Obligation under finance lease	6%	9,965	4,542	1,495	16,002	15,777
		<u>2,371,907</u>	<u>4,542</u>	<u>1,495</u>	<u>2,377,944</u>	<u>2,377,719</u>

	Weighted average interest rate	On demand or within 3 months S\$	3 to 6 months S\$	6 to 12 months S\$	Total undiscounted cash flows S\$	Carrying amount S\$
--	--------------------------------------	---	-------------------------	--------------------------	--	---------------------------

## As at 30 June 2016

*Non-interest bearing*

Trade and other payables	N/A	1,088,668	-	-	1,088,668	1,088,668
Amounts due to directors	N/A	<u>720,970</u>	-	-	<u>720,970</u>	<u>720,970</u>
		<u>1,809,638</u>	-	-	<u>1,809,638</u>	<u>1,809,638</u>

	Weighted average interest rate	On demand or within 3 months S\$	3 to 6 months S\$	6 to 12 months S\$	Total undiscounted cash flows S\$	Carrying amount S\$
--	--------------------------------------	---	-------------------------	--------------------------	--	---------------------------

## As at 30 June 2017

*Non-interest bearing*

Trade and other payables	N/A	<u>1,321,402</u>	-	-	<u>1,321,402</u>	<u>1,321,402</u>
--------------------------	-----	------------------	---	---	------------------	------------------

	Weighted average interest rate	On demand or within 3 months S\$	3 to 6 months S\$	6 to 12 months S\$	Total undiscounted cash flows S\$	Carrying amount S\$
--	--------------------------------------	---	-------------------------	--------------------------	--	---------------------------

## As at 30 September 2017

*Non-interest bearing*

Trade and other payables	N/A	<u>2,903,886</u>	-	-	<u>2,903,886</u>	<u>2,903,886</u>
--------------------------	-----	------------------	---	---	------------------	------------------

The Company	Weighted average interest rate	On demand or within 3 months S\$	3 to 6 months S\$	6 to 12 months S\$	Total undiscounted cash flows S\$	Carrying amount S\$
As at 30 September 2017						
<i>Non-interest bearing</i>						
Amount due to Hwa Koon	N/A	<u>1,040,051</u>	<u>-</u>	<u>-</u>	<u>1,040,051</u>	<u>1,040,051</u>

**Fair value**

*Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on recurring basis*

The fair value of financial assets and financial liabilities is determined in accordance with generally accepted pricing model based on discounted cash flow analysis.

The management of the Groups considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Historical Financial Information approximate to their fair values.

*Fair value of the Group's financial assets that are measured at fair value on recurring basis*

The available-for-sale financial assets are measured at fair value for financial reporting purpose. In estimating the fair value, the Group uses market-observable data to the extent it is available.

**Fair value hierarchy**

	Level 1 S\$	Level 2 S\$	Level 3 S\$	Total S\$
At 30 June 2016				
<b>Financial assets</b>				
Available-for-sale financial assets				
- listed securities	<u>1,510,000</u>	<u>-</u>	<u>-</u>	<u>1,510,000</u>

The fair value is determined by reference to the quoted bid prices in an active market.

There were no transfer between Level 1 and 2 during the Track Record Period.

### 30. Non-cash Transactions

During the year ended 30 June 2015, (i) an amount of S\$88,419, being receivable from Mr. Ong Cher Tiok, was set off with the payables to him; (ii) an amount of S\$997,550 was set off between amounts due from and dividend payables to Mr. Ang.

During the year ended 30 June 2016, (i) Shieldtech set off its receivable from the Group amounting to S\$5,900 to its payable to the Group, (ii) an amount of S\$44,856 was set off between amounts due from/to Mr. Ong Cher Tiok.

### 31. Contingent Liabilities

As at 30 September 2017, the Group has provided a guarantee to a customer by way of performance bonds amounting to approximately S\$174,000.

### 32. Particulars of Subsidiaries

As at the date of this report, the Company has direct and indirect equity interests in the following subsidiaries:

Name of subsidiary	Place and date of incorporation	Issued and fully paid capital	Equity interest attributable to the Company				As at the date of this report	Principal activities	Notes
			2015	as at 30 June 2016	2017	as at 30 September 2017			
<i>Directly held:</i>									
Philosophy Global	BVI, 29 May 2017	S\$4,600,136	N/A	N/A	N/A	100%	100%	Investment holding	(a)
<i>Indirectly held:</i>									
Hwa Koon	Singapore, 5 April 1994	S\$1,000,000	100%	100%	100%	100%	100%	Provision of integrated design and building services	(b)

All subsidiaries now comprising the Group are limited liability companies and have adopted 30 June as their financial year end date.

*Notes:*

- (a) No audited financial statements of Philosophy Global has been prepared since its date of incorporation as it is incorporated in the jurisdiction where there is no statutory audit requirements.
- (b) The statutory financial statements of Hwa Koon for the year ended 30 June 2015, 2016 and 2017 were prepared in accordance with Singapore Financial Reporting Standards (“SFRSs”) issued by Accounting Standards Council in Singapore and were audited by Chan Kok Poh & Company, S.H. NG & Co., Deloitte & Touche LLP for the year ended 30 June 2015, 2016 and 2017 respectively, all are Public Accountants and Chartered Accountants registered in Singapore.

**33. Reconciliation of Liabilities Arising from Financing Activities**

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

	<b>Obligation under finance leases S\$</b>	<b>Amounts due to directors S\$</b>	<b>Amounts due to related parties S\$</b>	<b>Total S\$</b>
At 1 July 2014	64,318	520,956	1,096,124	1,681,398
Financing cash flows	(50,868)	(482,863)	(935,043)	(1,468,774)
Non-cash changes				
Finance cost recognised ( <i>Note 8</i> )	2,327	–	–	2,327
Dividend declared ( <i>Note 12</i> )	–	1,875,000	625,000	2,500,000
Off-setting arrangement ( <i>Note 30</i> )	–	(997,550)	(88,419)	(1,085,969)
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
At 30 June 2015	15,777	915,543	697,662	1,628,982
Financing cash flows	(16,002)	(1,169,573)	(977,806)	(2,163,381)
Non-cash changes				
Finance cost recognised ( <i>Note 8</i> )	225	–	–	225
Dividend declared ( <i>Note 12</i> )	–	975,000	325,000	1,300,000
Off-setting arrangement ( <i>Note 30</i> )	–	–	(44,856)	(44,856)
	<u>–</u>	<u>–</u>	<u>(44,856)</u>	<u>(44,856)</u>
At 30 June 2016	–	720,970	–	720,970
Financing cash flows	–	(2,220,970)	(500,000)	(2,720,970)
Non-cash changes				
Dividend declared ( <i>Note 12</i> )	–	1,500,000	500,000	2,000,000
	<u>–</u>	<u>1,500,000</u>	<u>500,000</u>	<u>2,000,000</u>
At 30 June 2017	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
(unaudited)				
At 1 July 2016	–	720,970	–	720,970
Financing cash flows	–	(438,078)	–	(438,078)
	<u>–</u>	<u>(438,078)</u>	<u>–</u>	<u>(438,078)</u>
At 30 September 2016	<u>–</u>	<u>282,892</u>	<u>–</u>	<u>282,892</u>

**34. Subsequent Events**

The following events and transactions took place subsequent to 30 September 2017:

- On 2 March 2018, Mr. Ang, Mr. Ong and Mr. Koh, as vendors and the Company, as purchaser, entered into a sale and purchase agreement, pursuant to which the Company acquired by 102 ordinary shares, 68 ordinary shares and 30 ordinary shares of Philosophy Global, representing all of its issued shares in aggregate, from Mr. Ang, Mr. Ong and Mr. Koh, respectively, for exchange of 9,999 shares issued and allotted by the Company, credited as fully paid, to Skylight Illumination.



- On 15 March 2018, the written resolutions of the sole Shareholder were passed to approve the matters set out in the paragraph headed “3. Resolutions in writing of the then sole shareholder passed on 15 March 2018” in the Appendix IV to the Prospectus. It was resolved, among other things:
  - (a) the authorised share capital of the Company was increased from HK\$100,000 to HK\$15,000,000 by the creation of an additional of 1,490,000,000 shares of HK\$0.10 each, each ranking *pari passu* with the shares then in issue in all respects;
  - (b) conditional on the share premium account of the Company having sufficient balance, or otherwise being credited as a result of the allotment and issue of the Offer Shares (as defined in the Prospectus) by the Company pursuant to the Share Offer (as defined in the Prospectus), the directors of the Company were authorised to capitalise HK\$5,999,900 standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 599,990,000 shares for allotment and issue to the shareholder(s) whose name(s) appear on the register of members or the principal share register of the Company at the close of business on 15 March 2018 (or as each of them may direct) in proportion (as nearly as possible without involving fractions so that no fraction of a share shall be allotted and issued) to their respective shareholdings in the Company, and the shares allotted and issued shall rank *pari passu* in all respects with the then existing issued shares; and
  - (c) conditionally approved and adopted a share option scheme, the principle terms of which are set out in the paragraph headed “1. Share Option Scheme” in appendix IV to the Prospectus.

### 35. Subsequent Financial Statements

No audited financial statements of the Company, any of its subsidiaries or the Group has been prepared in respect of any period subsequent to 30 September 2017.



---

## APPENDIX II                      UNAUDITED PRO FORMA FINANCIAL INFORMATION

---

*Notes:*

- (1) The audited combined net tangible assets of the Group attributable to owners of the Company is derived from the net assets of the Group as set out in the Accountants' Report set out in Appendix I to this Prospectus.
- (2) The estimated net proceeds from the issue of the new Shares pursuant to the proposed Share Offer are based on 200,000,000 new Shares at the Offer Price of lower limit and upper limit of HK\$0.45 and HK\$0.55 per new Share, respectively, after deduction of the associated underwriting commissions and fees and other related expenses.

The calculation of such estimated net proceeds does not take into account of any Shares which may be allotted and issued pursuant to the exercise of options which may be granted under the Share Option Scheme or any Shares which may be issued or repurchased by the Company pursuant to the general mandates granted to the Directors to issue or repurchase Shares referred to in the sections headed "General mandate to issue Shares" or "General mandate to repurchase Shares" in this Prospectus. The estimated net proceeds from the proposed Share Offer are converted from Hong Kong dollars into Singapore dollars at an exchange rate of S\$1.00 to HK\$5.95. No representation is made that Hong Kong dollars amounts have been, could have been or could be converted to Singapore dollars, or vice versa, at that rate or at all.

- (3) The unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as at 30 September 2017 per Share is calculated based on 800,000,000 Shares, being Shares in issue immediately following Group Reorganisation and after the completion of the proposed Share Offer and the Capitalisation Issue. It does not take into account of any Shares which may be allotted and issued pursuant to the exercise of options which may be granted under the Share Option Scheme or any Shares which may be issued or repurchased by the Company pursuant to the general mandates granted to the Directors to issue or repurchase Shares referred to in the sections headed "General mandate to issue Shares" or "General mandate to repurchase Shares" in this Prospectus.
- (4) The unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as at 30 September 2017 per Share is converted from Singapore dollars into Hong Kong dollars at the rate of S\$1.00 to HK\$5.95. No representation is made that the Singapore dollars amounts have been, could have been or could be converted to Hong Kong dollars, or vice versa, at that rate or at any other rates or at all.
- (5) No adjustment has been made to the unaudited pro forma adjusted combined net tangible assets of the Group attributable to owners of the Company as at 30 September 2017 to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2017.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of our Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.*

**Deloitte.****德勤****INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

To the Directors of HKE Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of HKE Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") prepared by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted combined net tangible assets as at 30 September 2017 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus issued by the Company dated 28 March 2018 (the "Prospectus"). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed public offer and placing of the shares of the Company (the "Share Offer") on the Group's financial position as at 30 September 2017 as if the proposed Share Offer had taken place at 30 September 2017. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's historical financial information for each of the three years ended 30 June 2017 and the three months ended 30 September 2017, on which an accountants' report set out in Appendix I to the Prospectus has been published.

**Directors' Responsibilities for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 “Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements” issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants’ Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 September 2017 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

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

### **Opinion**

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
28 March 2018

---

**APPENDIX III                      SUMMARY OF THE CONSTITUTION OF OUR COMPANY  
AND CAYMAN ISLANDS COMPANY LAW**

---

*Set out below is a summary of certain provisions of the Memorandum and Articles of Association of the Company and of certain aspects of Cayman Islands company law.*

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 August 2017 under the Cayman Companies Law. The Company's constitutional documents consist of its Memorandum of Association and its Articles of Association.

**1. MEMORANDUM OF ASSOCIATION**

- (a) The Memorandum provides, *inter alia*, that the liability of members of the Company is limited and that the objects for which the Company is established are unrestricted (and therefore include acting as an investment company), and that the Company shall have and be capable of exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate whether as principal, agent, contractor or otherwise and, since the Company is an exempted company, that the Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands.
- (b) By special resolution the Company may alter the Memorandum with respect to any objects, powers or other matters specified in it.

**2. ARTICLES OF ASSOCIATION**

The Articles were adopted on 15 March 2018. A summary of certain provisions of the Articles is set out below.

**(a) Shares**

**(i) *Classes of shares***

The share capital of the Company consists of ordinary shares.

***(ii) Variation of rights of existing shares or classes of shares***

Subject to the Cayman Companies Law, if at any time the share capital of the Company is divided into different classes of shares, all or any of the special rights attached to any class of shares may (unless otherwise provided for by the terms of issue of the shares of that class) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of the Articles relating to general meetings shall *mutatis mutandis* apply to every such separate general meeting, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons together holding (or, in the case of a shareholder being a corporation, by its duly authorized representative) or representing by proxy not less than one-third in nominal value of the issued shares of that class. Every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, and any holder of shares of the class present in person or by proxy may demand a poll.

Any special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

***(iii) Alteration of capital***

The Company may, by an ordinary resolution of its members: (a) increase its share capital by the creation of new shares of such amount as it thinks expedient; (b) consolidate or divide all or any of its share capital into shares of larger or smaller amount than its existing shares; (c) divide its unissued shares into several classes and attach to such shares any preferential, deferred, qualified or special rights, privileges or conditions; (d) subdivide its shares or any of them into shares of an amount smaller than that fixed by the Memorandum; (e) cancel any shares which, at the date of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; (f) make provision for the allotment and issue of shares which do not carry any voting rights; and (g) change the currency of denomination of its share capital.



*(iv) Transfer of shares*

Subject to the Cayman Companies Law and the requirements of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all transfers of shares shall be effected by an instrument of transfer in the usual or common form or in such other form as the Board may approve and may be under hand or, if the transferor or transferee is a Clearing House or its nominee(s), under hand or by machine imprinted signature, or by such other manner of execution as the Board may approve from time to time.

Execution of the instrument of transfer shall be by or on behalf of the transferor and the transferee, provided that the Board may dispense with the execution of the instrument of transfer by the transferor or transferee or accept mechanically executed transfers. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members of the Company in respect of that share.

The Board may, in its absolute discretion, at any time and from time to time remove any share on the principal register to any branch register or any share on any branch register to the principal register or any other branch register. Unless the Board otherwise agrees, no shares on the principal register shall be removed to any branch register nor shall shares on any branch register be removed to the principal register or any other branch register. All removals and other documents of title shall be lodged for registration and registered, in the case of shares on any branch register, at the relevant registration office and, in the case of shares on the principal register, at the place at which the principal register is located.

The Board may, in its absolute discretion, decline to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or on which the Company has a lien. It may also decline to register a transfer of any share issued under any share option scheme upon which a restriction on transfer subsists or a transfer of any share to more than four joint holders.

The Board may decline to recognise any instrument of transfer unless a certain fee, up to such maximum sum as the Stock Exchange may determine to be payable, is paid to the Company, the instrument of transfer is properly stamped (if applicable), is in respect of only one class of share and is lodged at the relevant registration office or the place at which the principal register is located accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require is provided to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

---

**APPENDIX III                      SUMMARY OF THE CONSTITUTION OF OUR COMPANY  
AND CAYMAN ISLANDS COMPANY LAW**

---

The register of members may, subject to the Listing Rules, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.

Fully paid shares shall be free from any restriction on transfer (except when permitted by the Stock Exchange) and shall also be free from all liens.

***(v) Power of the Company to purchase its own shares***

The Company may purchase its own shares subject to certain restrictions and the Board may only exercise this power on behalf of the Company subject to any applicable requirement imposed from time to time by the Articles or any, code, rules or regulations issued from time to time by the Stock Exchange and/or the Securities and Futures Commission of Hong Kong.

Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price and, if purchases are by tender, tenders shall be available to all members alike.

***(vi) Power of any subsidiary of the Company to own shares in the Company***

There are no provisions in the Articles relating to the ownership of shares in the Company by a subsidiary.

***(vii) Calls on shares and forfeiture of shares***

The Board may, from time to time, make such calls as it thinks fit upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment of such shares made payable at fixed times. A call may be made payable either in one sum or by instalments. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 20% per annum as the Board shall fix from the day appointed for payment to the time of actual payment, but the Board may waive payment of such interest wholly or in part. The Board may, if it thinks fit, receive from any member willing to advance the same, either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and in respect of all or any of the monies so advanced the Company may pay interest at such rate (if any) not exceeding 20% per annum as the Board may decide.

If a member fails to pay any call or instalment of a call on the day appointed for payment, the Board may, for so long as any part of the call or instalment remains unpaid, serve not less than 14 days' notice on the member requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment. The notice shall name a further day (not earlier than the expiration of 14 days from the date of the notice) on or before which the payment required by the notice is to be made, and shall also name the place where payment is to be made. The notice shall also state that, in the event of non-payment at or before the appointed time, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture will include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, nevertheless, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding 20% per annum as the Board may prescribe.

**(b) Directors**

**(i) *Appointment, retirement and removal***

At any time or from time to time, the Board shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board subject to any maximum number of Directors, if any, as may be determined by the members in general meeting. Any Director so appointed to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director so appointed as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for re-election at such meeting. Any Director so appointed by the Board shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

At each annual general meeting, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors to retire in each year shall be those who have been in office longest since their last re-election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected has been lodged at the head office or at the registration office of the Company. The period for lodgment of such notices shall commence no earlier than the day after despatch of the notice of the relevant meeting and end no later than seven days before the date of such meeting and the minimum length of the period during which such notices may be lodged must be at least seven days.

A Director is not required to hold any shares in the Company by way of qualification nor is there any specified upper or lower age limit for Directors either for accession to or retirement from the Board.

A Director may be removed by an ordinary resolution of the Company before the expiration of his term of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and the Company may by ordinary resolution appoint another in his place. Any Director so appointed shall be subject to the “retirement by rotation” provisions. The number of Directors shall not be less than two.

The office of a Director shall be vacated if he:

- (aa) resign;
- (bb) dies;
- (cc) is declared to be of unsound mind and the Board resolves that his office be vacated;
- (dd) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;

- (ee) he is prohibited from being or ceases to be a director by operation of law;
- (ff) without special leave, is absent from meetings of the Board for six consecutive months, and the Board resolves that his office is vacated;
- (gg) has been required by the stock exchange of the Relevant Territory (as defined in the Articles) to cease to be a Director; or
- (hh) is removed from office by the requisite majority of the Directors or otherwise pursuant to the Articles.

From time to time the Board may appoint one or more of its body to be managing director, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period and upon such terms as the Board may determine, and the Board may revoke or terminate any of such appointments. The Board may also delegate any of its powers to committees consisting of such Director(s) or other person(s) as the Board thinks fit, and from time to time it may also revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

***(ii) Power to allot and issue shares and warrants***

Subject to the provisions of the Cayman Companies Law, the Memorandum and Articles and without prejudice to any special rights conferred on the holders of any shares or class of shares, any share may be issued with or have attached to it such rights, or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Company may by ordinary resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine). Any share may be issued on terms that, upon the happening of a specified event or upon a given date and either at the option of the Company or the holder of the share, it is liable to be redeemed.

The Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine.

Where warrants are issued to bearer, no certificate in respect of such warrants shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original certificate has been destroyed and the Company has received an indemnity in such form as the Board thinks fit with regard to the issue of any such replacement certificate.

Subject to the provisions of the Cayman Companies Law, the Articles and, where applicable, the rules of any stock exchange of the Relevant Territory (as defined in the Articles) and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, all unissued shares in the Company shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount.

Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to members or others whose registered addresses are in any particular territory or territories where, in the absence of a registration statement or other special formalities, this is or may, in the opinion of the Board, be unlawful or impracticable. However, no member affected as a result of the foregoing shall be, or be deemed to be, a separate class of members for any purpose whatsoever.

***(iii) Power to dispose of the assets of the Company or any of its subsidiaries***

While there are no specific provisions in the Articles relating to the disposal of the assets of the Company or any of its subsidiaries, the Board may exercise all powers and do all acts and things which may be exercised or done or approved by the Company and which are not required by the Articles or the Cayman Companies Law to be exercised or done by the Company in general meeting, but if such power or act is regulated by the Company in general meeting, such regulation shall not invalidate any prior act of the Board which would have been valid if such regulation had not been made.

***(iv) Borrowing powers***

The Board may exercise all the powers of the Company to raise or borrow money, to mortgage or charge all or any part of the undertaking, property and uncalled capital of the Company and, subject to the Cayman Companies Law, to issue debentures, debenture stock, bonds and other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

***(v) Remuneration***

The Directors shall be entitled to receive, as ordinary remuneration for their services, such sums as shall from time to time be determined by the Board or the Company in general meeting, as the case may be, such sum (unless otherwise directed by the resolution by which it is determined) to be divided among the Directors in such proportions and in such manner as they may agree or, failing agreement, either equally or, in the case of any Director holding office for only a portion of the period in respect of which the remuneration is payable, pro rata. The Directors shall also be entitled to be repaid all expenses reasonably incurred by them in attending any Board meetings, committee meetings or general meetings or otherwise in connection with the discharge of their duties as Directors. Such remuneration shall be in addition to any other remuneration to which a Director who holds any salaried employment or office in the Company may be entitled by reason of such employment or office.

Any Director who, at the request of the Company, performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such special or extra remuneration as the Board may determine, in addition to or in substitution for any ordinary remuneration as a Director. An executive Director appointed to be a managing director, joint managing director, deputy managing director or other executive officer shall receive such remuneration and such other benefits and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his ordinary remuneration as a Director.

The Board may establish, either on its own or jointly in concurrence or agreement with subsidiaries of the Company or companies with which the Company is associated in business, or may make contributions out of the Company's monies to, any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the following paragraph shall include any Director or former Director who may hold or have held any executive office or any office of profit with the Company or any of its subsidiaries) and former employees of the Company and their dependents or any class or classes of such persons.

The Board may also pay, enter into agreements to pay or make grants of revocable or irrevocable, whether or not subject to any terms or conditions, pensions or other benefits to employees and former employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or former employees or their dependents are or may become entitled under any such scheme or fund as mentioned above. Such pension or benefit may, if deemed desirable by the Board, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

***(vi) Compensation or payments for loss of office***

Payments to any present Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually or statutorily entitled) must be approved by the Company in general meeting.

***(vii) Loans and provision of security for loans to Directors***

The Company shall not directly or indirectly make a loan to a Director or a director of any holding company of the Company or any of their respective close associates, enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any holding company of the Company or any of their respective close associates, or, if any one or more of the Directors hold(s) (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.



*(viii) Disclosure of interest in contracts with the Company or any of its subsidiaries*

With the exception of the office of auditor of the Company, a Director may hold any other office or place of profit with the Company in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration for that other office or place of profit, in whatever form, in addition to any remuneration provided for by or pursuant to any other Articles. A Director may be or become a director, officer or member of any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration or other benefits received by him as a director, officer or member of such other company. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company.

No Director or intended Director shall be disqualified by his office from contracting with the Company, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship established by it. A Director who is, in any way, materially interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the earliest meeting of the Board at which he may practically do so.

There is no power to freeze or otherwise impair any of the rights attaching to any share by reason that the person or persons who are interested directly or indirectly in that share have failed to disclose their interests to the Company.

A Director shall not vote or be counted in the quorum on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his close associate(s) has/have a material interest, and if he shall do so his vote shall not be counted nor shall he be counted in the quorum for that resolution, but this prohibition shall not apply to any of the following matters:

- (aa) the giving of any security or indemnity to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

- (bb) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has/have himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (cc) any proposal concerning an offer of shares, debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (dd) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries, including the adoption, modification or operation of either: (i) any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or (ii) any of a pension fund or retirement, death or disability benefits scheme which relates to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his close associate(s) any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (ee) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares, debentures or other securities of the Company by virtue only of his/their interest in those shares, debentures or other securities.

***(ix) Proceedings of the Board***

The Board may meet anywhere in the world for the despatch of business and may adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

**(c) Alterations to the constitutional documents and the Company's name**

To the extent that the same is permissible under Cayman Islands law and subject to the Articles, the Memorandum and Articles of the Company may only be altered or amended, and the name of the Company may only be changed, with the sanction of a special resolution of the Company.

**(d) Meetings of member**

**(i) *Special and ordinary resolutions***

A special resolution of the Company must be passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or by proxy or, in the case of members which are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Under Cayman Companies Law, a copy of any special resolution must be forwarded to the Registrar of Companies in the Cayman Islands within 15 days of being passed.

An “ordinary resolution”, by contrast, is a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of members which are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given.

A resolution in writing signed by or on behalf of all members shall be treated as an ordinary resolution duly passed at a general meeting of the Company duly convened and held, and where relevant as a special resolution so passed.

**(ii) *Voting rights and right to demand a poll***

Subject to any special rights, restrictions or privileges as to voting for the time being attached to any class or classes of shares at any general meeting: (a) on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every share which is fully paid or credited as fully paid registered in his name in the register of members of the Company but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for this purpose as paid up on the share; and (b) on a show of hands every member who is present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote. Where more than one proxy is appointed by a member which is a Clearing House (as defined in the Articles) or its nominee(s), each such proxy shall have one vote on a show of hands. On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he does use in the same way.

At any general meeting a resolution put to the vote of the meeting is to be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by (in each case by members present in person or by proxy or by a duly authorised corporate representative):

- (A) at least two members;
- (B) any member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (C) a member or members holding shares in the Company conferring a right to vote at the meeting on which an aggregate sum has been paid equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Should a Clearing House or its nominee(s) be a member of the Company, such person or persons may be authorised as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised in accordance with this provision shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House or its nominee(s) as if such person were an individual member including the right to vote individually on a show of hands.

Where the Company has knowledge that any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

***(iii) Annual general meetings***

The Company must hold an annual general meeting each year other than the year of the Company's adoption of the Articles. Such meeting must be held not more than 15 months after the holding of the last preceding annual general meeting, or such longer period as may be authorised by the Stock Exchange at such time and place as may be determined by the Board.

*(iv) Notices of meetings and business to be conducted*

An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and any other general meeting of the Company shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and must specify the time, place and agenda of the meeting and particulars of the resolution(s) to be considered at that meeting and, in the case of special business, the general nature of that business.

Except where otherwise expressly stated, any notice or document (including a share certificate) to be given or issued under the Articles shall be in writing, and may be served by the Company on any member personally, by post to such member's registered address or (in the case of a notice) by advertisement in the newspapers. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which shall be deemed to be his registered address for this purpose. Subject to the Cayman Companies Law and the Listing Rules, a notice or document may also be served or delivered by the Company to any member by electronic means.

Although a meeting of the Company may be called by shorter notice than as specified above, such meeting may be deemed to have been duly called if it is so agreed:

- (i) in the case of an annual general meeting, by all members of the Company entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting holding not less than 95% of the total voting rights in the Company.

All business transacted at an extraordinary general meeting shall be deemed special business. All business shall also be deemed special business where it is transacted at an annual general meeting, with the exception of certain routine matters which shall be deemed ordinary business.

**(v) Quorum for meetings and separate class meetings**

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, and continues to be present until the conclusion of the meeting.

The quorum for a general meeting shall be two members present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy and entitled to vote. In respect of a separate class meeting (other than an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class.

**(vi) Proxies**

Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company and shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member. On a poll or on a show of hands, votes may be given either personally (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy.

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, either under seal or under the hand of a duly authorised officer or attorney. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that it shall not preclude the use of the two-way form. Any form issued to a member for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business.

**(e) Accounts and audit**

The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and of the assets and liabilities of the Company and of all other matters required by the Cayman Companies Law (which include all sales and purchases of goods by the company) necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.

The books of accounts of the Company shall be kept at the head office of the Company or at such other place or places as the Board decides and shall always be open to inspection by any Director. No member (other than a Director) shall have any right to inspect any account, book or document of the Company except as conferred by the Cayman Companies Law or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.

The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting balance sheets and profit and loss accounts (including every document required by law to be annexed thereto), together with a copy of the Directors' report and a copy of the auditors' report, not less than 21 days before the date of the annual general meeting. Copies of these documents shall be sent to every person entitled to receive notices of general meetings of the Company under the provisions of the Articles together with the notice of annual general meeting, not less than 21 days before the date of the meeting.

Subject to the rules of the stock exchange of the Relevant Territory (as defined in the Articles), the Company may send summarized financial statements to shareholders who have, in accordance with the rules of the stock exchange of the Relevant Territory, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by any other documents as may be required under the rules of the stock exchange of the Relevant Territory, and must be sent to those shareholders that have consented and elected to receive the summarised financial statements not less than 21 days before the general meeting.

The Company shall appoint auditor(s) to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board. The auditors' remuneration shall be fixed by the Company in general meeting or by the Board if authority is so delegated by the members.

The auditors shall audit the financial statements of the Company in accordance with generally accepted accounting principles of Hong Kong, the International Accounting Standards or such other standards as may be permitted by the Stock Exchange.

**(f) Dividends and other methods of distribution**

The Company in general meeting may declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the Board.

Except in so far as the rights attaching to, or the terms of issue of, any share may otherwise provide:

- (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, although no amount paid up on a share in advance of calls shall for this purpose be treated as paid up on the share;
- (ii) all dividends shall be apportioned and paid pro rata in accordance with the amount paid up on the shares during any portion(s) of the period in respect of which the dividend is paid; and
- (iii) the Board may deduct from any dividend or other monies payable to any member all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise.

Where the Board or the Company in general meeting has resolved that a dividend should be paid or declared, the Board may resolve:

- (aa) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled to such dividend will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment; or
- (bb) that the members entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit.

Upon the recommendation of the Board, the Company may by ordinary resolution in respect of any one particular dividend of the Company determine that it may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to members to elect to receive such dividend in cash in lieu of such allotment.



Any dividend, bonus or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and shall be sent at the holder's or joint holders' risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other monies payable or property distributable in respect of the shares held by such joint holders.

Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind.

The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and in respect of all or any of the monies so advanced may pay interest at such rate (if any) not exceeding 20% per annum, as the Board may decide, but a payment in advance of a call shall not entitle the member to receive any dividend or to exercise any other rights or privileges as a member in respect of the share or the due portion of the shares upon which payment has been advanced by such member before it is called up.

All dividends, bonuses or other distributions unclaimed for one year after having been declared may be invested or otherwise used by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends, bonuses or other distributions unclaimed for six years after having been declared may be forfeited by the Board and, upon such forfeiture, shall revert to the Company.

No dividend or other monies payable by the Company on or in respect of any share shall bear interest against the Company.

The Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants remain uncashed on two consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered.

**(g) Inspection of corporate records**

For so long as any part of the share capital of the Company is listed on the Stock Exchange, any member may inspect any register of members of the Company maintained in Hong Kong (except when the register of members is closed) without charge and require the provision to him of copies or extracts of such register in all respects as if the Company were incorporated under and were subject to the Hong Kong Companies Ordinance.

**(h) Rights of minorities in relation to fraud or oppression**

There are no provisions in the Articles concerning the rights of minority members in relation to fraud or oppression. However, certain remedies may be available to members of the Company under Cayman Islands law, as summarized in paragraph 3(f) of this Appendix.

**(i) Procedures on liquidation**

A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares:

- (i) if the Company is wound up, the surplus assets remaining after payment to all creditors shall be divided among the members in proportion to the capital paid up on the shares held by them respectively; and
- (ii) if the Company is wound up and the surplus assets available for distribution among the members are insufficient to repay the whole of the paid-up capital, such assets shall be distributed, subject to the rights of any shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up on the shares held by them, respectively.

If the Company is wound up (whether the liquidation is voluntary or compelled by the court), the liquidator may, with the sanction of a special resolution and any other sanction required by the Cayman Companies Law, divide among the members in specie or kind the whole or any part of the assets of the Company, whether the assets consist of property of one kind or different kinds, and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be so divided and may determine how such division shall be carried out as between the members or different classes of members and the members within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator thinks fit, but so that no member shall be compelled to accept any shares or other property upon which there is a liability.

**(j) Subscription rights reserve**

Provided that it is not prohibited by and is otherwise in compliance with the Cayman Companies Law, if warrants to subscribe for shares have been issued by the Company and the Company does any act or engages in any transaction which would result in the subscription price of such warrants being reduced below the par value of the shares to be issued on the exercise of such warrants, a subscription rights reserve shall be established and applied in paying up the difference between the subscription price and the par value of such shares.

**3. CAYMAN ISLANDS COMPANY LAW**

The Company was incorporated in the Cayman Islands as an exempted company on 18 August 2017 subject to the Cayman Companies Law. Certain provisions of Cayman Islands company law are set out below but this section does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of the Cayman Companies Law and taxation, which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar.

**(a) Company operations**

An exempted company such as the Company must conduct its operations mainly outside the Cayman Islands. An exempted company is also required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the amount of its authorised share capital.

**(b) Share capital**

Under Cayman Companies Law, a Cayman Islands company may issue ordinary, preference or redeemable shares or any combination thereof. Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premiums on those shares shall be transferred to an account, to be called the “share premium account”. At the option of a company, these provisions may not apply to premiums on shares of that company allotted pursuant to any arrangements in consideration of the acquisition or cancellation of shares in any other company and issued at a premium. The share premium account may be applied by the company subject to the provisions, if any, of its memorandum and articles of association, in such manner as the company may from time to time determine including, but without limitation, the following:

- (i) paying distributions or dividends to members;
- (ii) paying up unissued shares of the company to be issued to members as fully paid bonus shares;
- (iii) any manner provided in section 37 of the Cayman Companies Law;
- (iv) writing-off the preliminary expenses of the company; and
- (v) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company.

Notwithstanding the foregoing, no distribution or dividend may be paid to members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the company will be able to pay its debts as they fall due in the ordinary course of business.

Subject to confirmation by the court, a company limited by shares or a company limited by guarantee and having a share capital may, if authorised to do so by its articles of association, by special resolution reduce its share capital in any way.

**(c) Financial assistance to purchase shares of a company or its holding company**

There are no statutory prohibitions in the Cayman Islands on the granting of financial assistance by a company to another person for the purchase of, or subscription for, its own, its holding company’s or a subsidiary’s shares. Therefore, a company may provide financial assistance provided the directors of the company, when proposing to grant such financial assistance, discharge their duties of care and act in good faith, for a proper purpose and in the interests of the company. Such assistance should be on an arm’s-length basis.

**(d) Purchase of shares and warrants by a company and its subsidiaries**

A company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a member and, for the avoidance of doubt, it shall be lawful for the rights attaching to any shares to be varied, subject to the provisions of the company's articles of association, so as to provide that such shares are to be or are liable to be so redeemed. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares; an ordinary resolution of the company approving the manner and terms of the purchase will be required if the articles of association do not authorise the manner and terms of such purchase. A company may not redeem or purchase its shares unless they are fully paid. Furthermore, a company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any issued shares of the company other than shares held as treasury shares. In addition, a payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless, immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

Shares that have been purchased or redeemed by a company or surrendered to the company shall not be treated as cancelled but shall be classified as treasury shares if held in compliance with the requirements of Section 37A(1) of the Cayman Companies Law. Any such shares shall continue to be classified as treasury shares until such shares are either cancelled or transferred pursuant to the Cayman Companies Law.

A Cayman Islands company may be able to purchase its own warrants subject to and in accordance with the terms and conditions of the relevant warrant instrument or certificate. Thus there is no requirement under Cayman Islands law that a company's memorandum or articles of association contain a specific provision enabling such purchases. The directors of a company may under the general power contained in its memorandum of association be able to buy, sell and deal in personal property of all kinds.

A subsidiary may hold shares in its holding company and, in certain circumstances, may acquire such shares.

**(e) Dividends and distributions**

Subject to a solvency test, as prescribed in the Cayman Companies Law, and the provisions, if any, of the company's memorandum and articles of association, a company may pay dividends and distributions out of its share premium account. In addition, based upon English case law which is likely to be persuasive in the Cayman Islands, dividends may be paid out of profits.

For so long as a company holds treasury shares, no dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distribution of assets to members on a winding up) may be made, in respect of a treasury share.

**(f) Protection of minorities and shareholders' suits**

It can be expected that the Cayman Islands courts will ordinarily follow English case law precedents (particularly the rule in the case of *Foss v. Harbottle* and the exceptions to that rule) which permit a minority member to commence a representative action against or derivative actions in the name of the company to challenge acts which are ultra vires, illegal, fraudulent (and performed by those in control of the Company) against the minority, or represent an irregularity in the passing of a resolution which requires a qualified (or special) majority which has not been obtained.

Where a company (not being a bank) is one which has a share capital divided into shares, the court may, on the application of members holding not less than one-fifth of the shares of the company in issue, appoint an inspector to examine the affairs of the company and, at the direction of the court, to report on such affairs. In addition, any member of a company may petition the court, which may make a winding up order if the court is of the opinion that it is just and equitable that the company should be wound up.

In general, claims against a company by its members must be based on the general laws of contract or tort applicable in the Cayman Islands or be based on potential violation of their individual rights as members as established by a company's memorandum and articles of association.

**(g) Disposal of assets**

There are no specific restrictions on the power of directors to dispose of assets of a company, however, the directors are expected to exercise certain duties of care, diligence and skill to the standard that a reasonably prudent person would exercise in comparable circumstances, in addition to fiduciary duties to act in good faith, for proper purpose and in the best interests of the company under English common law (which the Cayman Islands courts will ordinarily follow).

**(h) Accounting and auditing requirements**

A company must cause proper records of accounts to be kept with respect to: (i) all sums of money received and expended by it; (ii) all sales and purchases of goods by it and (iii) its assets and liabilities.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

If a company keeps its books of account at any place other than at its registered office or any other place within the Cayman Islands, it shall, upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Law (2013 Revision) of the Cayman Islands, make available, in electronic form or any other medium, at its registered office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.

**(i) Exchange control**

There are no exchange control regulations or currency restrictions in effect in the Cayman Islands.

**(j) Taxation**

Pursuant to section 6 of the Tax Concessions Law (2011 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Cabinet that:

- (i) no law which is enacted in the Cayman Islands imposing any tax to be levied on profits or income or gains or appreciation shall apply to the Company or its operations; and

(ii) no tax be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable by the Company:

(aa) on or in respect of the shares, debentures or other obligations of the Company; or

(bb) by way of withholding in whole or in part of any relevant payment as defined in section 6(3) of the Tax Concessions Law (2011 Revision).

The undertaking for the Company is for a period of 20 years from 19 September 2017.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments.

**(k) Stamp duty on transfers**

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies save for those which hold interests in land in the Cayman Islands.

**(l) Loans to directors**

There is no express provision prohibiting the making of loans by a company to any of its directors. However, the company's articles of association may provide for the prohibition of such loans under specific circumstances.

**(m) Inspection of corporate records**

The members of a company have no general right to inspect or obtain copies of the register of members or corporate records of the company. They will, however, have such rights as may be set out in the company's articles of association.



**(n) Register of members**

A Cayman Islands exempted company may maintain its principal register of members and any branch registers in any country or territory, whether within or outside the Cayman Islands, as the company may determine from time to time. There is no requirement for an exempted company to make any returns of members to the Registrar of Companies in the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection. However, an exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of member, as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Law (2013 Revision) of the Cayman Islands.

**(o) Register of Directors and officers**

Pursuant to the Cayman Companies Law, the Company is required to maintain at its registered office a register of directors, alternate directors and officers which is not available for inspection by the public. A copy of such register must be filed with the Registrar of Companies in the Cayman Islands and any change must be notified to the Registrar within 60 days of any change in such directors or officers, including a change of the name of such directors or officers.

**(p) Winding up**

A Cayman Islands company may be wound up by: (i) an order of the court; (ii) voluntarily by its members; or (iii) under the supervision of the court.

The court has authority to order winding up in a number of specified circumstances including where, in the opinion of the court, it is just and equitable that such company be so wound up.

A voluntary winding up of a company (other than a limited duration company, for which specific rules apply) occurs where the company resolves by special resolution that it be wound up voluntarily or where the company in general meeting resolves that it be wound up voluntarily because it is unable to pay its debt as they fall due. In the case of a voluntary winding up, the company is obliged to cease to carry on its business from the commencement of its winding up except so far as it may be beneficial for its winding up. Upon appointment of a voluntary liquidator, all the powers of the directors cease, except so far as the company in general meeting or the liquidator sanctions their continuance.

In the case of a members' voluntary winding up of a company, one or more liquidators are appointed for the purpose of winding up the affairs of the company and distributing its assets.

As soon as the affairs of a company are fully wound up, the liquidator must make a report and an account of the winding up, showing how the winding up has been conducted and the property of the company disposed of, and call a general meeting of the company for the purposes of laying before it the account and giving an explanation of that account.

When a resolution has been passed by a company to wind up voluntarily, the liquidator or any contributory or creditor may apply to the court for an order for the continuation of the winding up under the supervision of the court, on the grounds that: (i) the company is or is likely to become insolvent; or (ii) the supervision of the court will facilitate a more effective, economic or expeditious liquidation of the company in the interests of the contributories and creditors. A supervision order takes effect for all purposes as if it was an order that the company be wound up by the court except that a commenced voluntary winding up and the prior actions of the voluntary liquidator shall be valid and binding upon the company and its official liquidator.

For the purpose of conducting the proceedings in winding up a company and assisting the court, one or more persons may be appointed to be called an official liquidator(s). The court may appoint to such office such person or persons, either provisionally or otherwise, as it thinks fit, and if more than one person is appointed to such office, the court shall declare whether any act required or authorized to be done by the official liquidator is to be done by all or any one or more of such persons. The court may also determine whether any and what security is to be given by an official liquidator on his appointment; if no official liquidator is appointed, or during any vacancy in such office, all the property of the company shall be in the custody of the court.

**(q) Reconstructions**

Reconstructions and amalgamations may be approved by a majority in number representing 75% in value of the members or creditors, depending on the circumstances, as are present at a meeting called for such purpose and thereafter sanctioned by the courts. Whilst a dissenting member has the right to express to the court his view that the transaction for which approval is being sought would not provide the members with a fair value for their shares, the courts are unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management, and if the transaction were approved and consummated the dissenting member would have no rights comparable to the appraisal rights (i.e. the right to receive payment in cash for the judicially determined value of their shares) ordinarily available, for example, to dissenting members of a United States corporation.

**(r) Take-overs**

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may, at any time within two months after the expiration of that four-month period, by notice require the dissenting members to transfer their shares on the terms of the offer. A dissenting member may apply to the Cayman Islands courts within one month of the notice objecting to the transfer. The burden is on the dissenting member to show that the court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority members.

**(s) Indemnification**

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, save to the extent any such provision may be held by the court to be contrary to public policy, for example, where a provision purports to provide indemnification against the consequences of committing a crime.

**4. GENERAL**

Appleby, the Company's legal adviser on Cayman Islands law, has sent to the Company a letter of advice which summarises certain aspects of the Cayman Islands company law. This letter, together with a copy of the Cayman Companies Law, is available for inspection as referred to in the section headed "Documents available for Inspection" in Appendix V. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he is more familiar is recommended to seek independent legal advice.

**FURTHER INFORMATION ABOUT OUR COMPANY AND ITS SUBSIDIARIES****1. Incorporation of our Company**

Our Company was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law on 18 August 2017. Our Company has established a principal place of business in Hong Kong at Suites 1604-6, 16/F, ICBC Tower, 3 Garden Road, Central, Hong Kong and was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on 13 October 2017. In connection with such registration, Mr. Koh Lee Huat of 301 Jalan Bukit Ho Swee, #11-04, Meraprim, Singapore 169568 and Ms. Cheng Florence Ga Sui of Unit B, 17/F, United Centre, 95 Queensway, Hong Kong, our company secretary, has been appointed as the authorised representative of our Company for acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company is incorporated in the Cayman Islands, its operations are subject to the Companies Law and its constitution, which comprises the Memorandum and the Articles. A summary of certain provisions of its constitution and relevant aspects of the Cayman Islands company law is set out in Appendix III to this prospectus.

**2. Changes in share capital of our Company**

- (a) As at the date of incorporation, our Company had an initial authorised share capital of HK\$100,000 divided into 10,000,000 ordinary shares with par value of HK\$0.01 each. On 18 August 2017, one nil-paid subscriber Share was allotted and issued to the initial subscriber pursuant to the memorandum and articles of association of our Company, which was subsequently transferred to Skylight Illumination on the same date.
- (b) On 2 March 2018, Mr. Ang, Mr. Ong and Mr. Koh transferred 102, 68 and 30 ordinary shares respectively in Philosophy Global to our Company. As settlement of the consideration, our Company allotted and issued 9,999 new Shares to Skylight Illumination, all credited as fully paid, and credited as fully paid at par the one nil-paid Share held by Skylight Illumination.
- (c) Pursuant to the written resolutions of the then sole Shareholder passed on 15 March 2018, the authorised share capital of our Company was increased from HK\$100,000 divided into 10,000,000 ordinary shares of par value HK\$0.01 each to HK\$15,000,000 divided into 1,500,000,000 ordinary shares of par value HK\$0.01 each, by the creation of an additional 1,490,000,000 Shares.

- (d) Immediately following completion of the Share Offer and the Capitalisation Issue (but without taking into account any Share which may be issued upon exercise of any options which may be granted under the Share Option Scheme), the authorised share capital of our Company will be HK\$15,000,000 divided into 1,500,000,000 Shares and the issued share capital of our Company will be HK\$8,000,000 divided into 800,000,000 Shares fully paid or credited as fully paid, and 700,000,000 Shares will remain unissued. Other than pursuant to the general mandate to allot and issue Shares as referred to in the paragraph headed “3. Resolutions in writing of the then sole Shareholder passed on 15 March 2018” in this appendix and the allotment and issue of Shares pursuant to the exercise of any options which may be granted under the Share Option Scheme, there is no present intention to issue any of the authorised but unissued share capital of our Company and, without the prior approval of our Shareholders in its general meeting, no issue of shares will be made which would effectively alter the control of our Company.

Save as disclosed in this prospectus, there has been no alteration in our Company’s share capital since its incorporation.

### **3. Resolutions in writing of the then sole Shareholder passed on 15 March 2018**

Pursuant to the resolutions in writing passed by the then sole Shareholder on 15 March 2018, among other matters:

- (a) our Company approved and adopted the Memorandum and the Articles;
- (b) our Company increased its authorised share capital from HK\$100,000 divided into 10,000,000 ordinary shares of par value HK\$0.01 each to HK\$15,000,000 divided into 1,500,000,000 ordinary shares of par value HK\$0.01 each by creation of 1,490,000,000 additional ordinary shares of par value HK\$0.01 each, which shall, when issued and paid, rank *pari passu* in all respects with the Shares in issue at the date of passing of these resolutions;

- (c) conditional on (i) the Stock Exchange granting the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus on the Stock Exchange; (ii) the Price Determination Agreement having been executed by the Sole Lead Manager (for itself and on behalf of the Underwriter) and our Company and becoming effective on the Price Determination Date; and (iii) the obligations of the Underwriter under the Underwriting Agreement becoming unconditional (including the waiver of any condition(s) by the sponsor and/or the Sole Lead Manager (for itself and on behalf of the Underwriter)) and not being terminated in accordance with the terms of the Underwriting Agreement or otherwise, in each case, on or before the dates and times specified in the Underwriting Agreement (unless and to the extent such conditions are validly waived on or before such dates and times) and in any event not later than the date which is the 30th day after the date of this prospectus;
- (i) the Share Offer was approved and our Directors were authorised to allot and issue the Offer Shares under the Share Offer;
- (ii) conditional on the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the allotment and issue of the Offer Shares by our Company pursuant to the Share Offer, our Directors were authorised to capitalise HK\$5,999,900 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 599,990,000 Shares for allotment and issue to the Shareholder(s) whose name(s) appear on the register of members or the principal share register of our Company at the close of business on 15 March 2018 (or as each of them may direct) in proportion (as nearly as possible without involving fractions so that no fraction of a Share shall be allotted and issued) to their respective shareholdings in our Company, and the Shares allotted and issued shall rank *pari passu* in all respects with the then existing issued Shares;
- (iii) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with (otherwise than by way of rights issue, scrip dividend schemes or similar arrangements in accordance with the Articles, or pursuant to the exercise of any options which have been or may be granted under the Share Option Scheme, or under the Share Offer or the Capitalisation Issue) Shares or securities convertible into Shares with a total number of not exceeding the sum of (aa) 20% of the total number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme);

and (bb) the total number of Shares which may be purchased by our Company pursuant to the authority granted to our Directors in paragraph (iv) below, such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the date by which the next annual general meeting of our Company is required by the Articles or any applicable law to be held, or the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to our Directors as set out in this paragraph (iii), whichever occurs first;

- (iv) a general unconditional mandate (the “Repurchase Mandate”) was given to our Directors to exercise all powers of our Company to purchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of the Shares with a total number of not exceeding 10% of the number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the date by which the next annual general meeting of our Company is required by the Articles or any applicable law to be held, or the passing of an ordinary resolution by our Shareholders in general meeting revoking or varying the authority given to our Directors as set out in this paragraph (iv), whichever occurs first; and
- (v) the rules of the Share Option Scheme, the principal terms of which are set out in the paragraph headed “Other information – 1. Share Option Scheme” below, were approved and adopted, and our Directors were authorised to grant options to subscribe for the Shares thereunder and to allot, issue and deal with the Shares pursuant to the exercise of options granted under the Share Option Scheme.

#### **4. Group reorganisation**

The companies comprising our Group underwent a reorganisation to rationalise our Group’s structure in preparation for the listing of the Shares on the Stock Exchange. Please see the section headed “History, Development and Reorganisation – Reorganisation” in this prospectus for further details.

## 5. Changes in share capital of subsidiaries

Our Company's subsidiaries are referred to in note 32 to the Accountants' Report, the text of which is set out in Appendix I to this prospectus. Save for the subsidiaries mentioned in the Accountants' Report, we do not have any other subsidiary. Save as disclosed in the section headed "History, Development and Reorganisation" in this prospectus, there have been no changes to the share capital made by our subsidiaries during the two years preceding the date of this prospectus.

## 6. Repurchase of our own securities

This paragraph includes information required by the Stock Exchange to be included in this prospectus concerning the repurchase by our Company of its own securities.

### (a) Provisions of the Listing Rules

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

#### (i) Shareholders' approval

The Listing Rules provide that all proposed repurchase of shares, which must be fully paid up in the case of shares, by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

*Note:* The Repurchase Mandate was given to our Directors authorising them to exercise all powers of our Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue (but excluding any Shares which may be issued upon exercise of any options which may be granted under the Share Option Scheme), and the Repurchase Mandate shall remain in effect until the earliest of the conclusion of the next annual general meeting of our Company, or the date by which the next annual general meeting of our Company is required by the Articles or any applicable law to be held, or the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority given to our Directors, pursuant to the written resolutions passed by the sole Shareholder on 15 March 2018.



*(ii) Source of funds*

Any repurchase of securities by our Company must be funded out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Our Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement of otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Any repurchases by our Company may be made out of profits of our Company, out of the share premium account of our Company, or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of either or both of the profits of our Company or our Company's share premium account, before or at the time the Shares are repurchased or, if authorised by the Articles and subject to the Companies Law, out of capital.

Our Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement, otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

*(iii) Connected parties*

Our Company is prohibited from knowingly repurchasing the Shares on the Stock Exchange from a "core connected person" (as defined in the Listing Rules), which by definition includes a Director, chief executive or substantial shareholder of our Company or any of its subsidiaries or a close associate of any of them, and a core connected person shall not knowingly sell Shares to our Company on the Stock Exchange.

*(iv) Trading restrictions*

Our Company is authorised to repurchase on the Stock Exchange or on any other stock exchange recognised by the SFC and the Stock Exchange up to a maximum of 10% of the number of issued share capital of that company or warrants to subscribe for shares in the company representing up to 10% of the amount of warrants then outstanding at the date of the passing of the relevant resolution granting the repurchase mandate. Our Company may not issue or announce an issue of new securities of the type that have been repurchased for a period of 30 days immediately following a repurchase of securities whether on the Stock Exchange or otherwise (except pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to the repurchase) without the prior approval of the Stock Exchange. Our Company is also prohibited from making

securities repurchase on the Stock Exchange if the result of the repurchases would be that the number of the listed securities in hands of the public would be below the relevant prescribed minimum percentage for that company as required and determined by the Stock Exchange. Our Company shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

(v) *Status of repurchased securities*

The listing of all repurchased securities (whether on the Stock Exchange or otherwise) is automatically cancelled and the certificates of the relevant securities must be cancelled and destroyed. Under Cayman Islands law, shares repurchased by a Cayman Islands company may be treated as cancelled and, if so cancelled, the amount of the company's issued share capital shall be reduced by the aggregate nominal value of the repurchased shares accordingly although the authorised share capital of the company will not be taken as reduced.

(vi) *Suspension of repurchase*

Our Company shall not purchase its Shares on the Stock Exchange at any time after inside information has come to our knowledge until such time as the information has been announced in accordance with the Listing Rules and SFO. In particular, during the period of one month immediately preceding the earlier of (1) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half-year, quarter-year (if applicable) or any other interim period (whether or not required under the Listing Rules); and (2) the deadline for our Company to publish an announcement of its results for any year or half-year under the Listing Rules or quarterly or any other interim period (whether or not required under the Listing Rules), and in each case ending on the date of the results announcement, our Company may not purchase its securities on the Stock Exchange unless the circumstances are exceptional. In addition, the Stock Exchange may prohibit repurchases of securities on the Stock Exchange if our Company has breached the Listing Rules.

(vii) *Reporting requirements*

Repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange no later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the Stock Exchange business day following any day on which our Company may make a purchase of Shares, reporting total number of Shares purchased the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases, where relevant. In addition, a company's annual report and accounts are required to

include a monthly breakdown of securities repurchases made during the financial year under review, showing the number of securities repurchased each month (whether on the Stock Exchange or otherwise), the purchase price per share or the highest and lowest prices paid for all such repurchases and the total prices paid. The directors' report is also required to contain reference to the purchases made during the year and the directors' reasons for making such purchases. Our Company shall make arrangements with its broker who effects the purchase to provide our Company in a timely manner the necessary information in relation to the purchase made on behalf of the company to enable our Company to report to the Stock Exchange.

**(b) *Exercise of the Repurchase Mandate***

On the basis of 800,000,000 Shares in issue immediately after completion of the Share Offer and the Capitalisation Issue and taking no account of any Share to be issued upon exercise of any options which may be granted under the Share Option Scheme, our Directors would be authorised under the Repurchase Mandate to repurchase up to 80,000,000 Shares during the period in which the Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Repurchase Mandate must be fully paid-up.

**(c) *Reasons for repurchases***

Our Directors believe that it is in the best interests of our Company and our Shareholders as a whole for our Directors to have general authority from our Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if our Directors believe that such repurchases will benefit our Company and our Shareholders as a whole.

**(d) *Funding of repurchases***

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

On the basis of the current financial position of our Group as disclosed in this prospectus and taking into account the current working capital position of our Group, our Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of our Group as compared with the position disclosed in this prospectus. However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Group or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Group.

(e) *General*

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to our Company or its subsidiaries if the Repurchase Mandate is exercised.

No core connected person (as defined in the Listing Rules) has notified our Company that he has a present intention to sell Shares to our Company, or has undertaken not to do so if the Repurchase Mandate is exercised.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If, as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Our Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

## FURTHER INFORMATION ABOUT THE BUSINESS OF OUR GROUP

### 1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this prospectus and are or may be material:



- (a) the sale and purchase agreement dated 14 September 2017 entered into among Mr. Ang, Mr. Ong and Mr. Koh as vendors and Philosophy Global as purchaser, pursuant to which Philosophy Global acquired 510,000 shares, 340,000 shares and 150,000 shares of Hwa Koon, representing all of its issued shares in aggregate, from Mr. Ang, Mr. Ong and Mr. Koh at the consideration of S\$2,346,000, S\$1,564,000 and S\$690,000, respectively. In settlement of the aforesaid consideration, Philosophy Global issued and allotted 51 ordinary shares, 34 ordinary shares and 15 ordinary shares, credited as fully paid, to Mr. Ang, Mr. Ong and Mr. Koh, respectively;

- (b) the sale and purchase agreement dated 2 March 2018 among Mr. Ang, Mr. Ong and Mr. Koh as vendors and our Company as purchaser pursuant to which our Company acquired 102 ordinary shares, 68 ordinary shares and 30 ordinary shares of Philosophy Global, representing all of its issued shares in aggregate, from Mr. Ang, Mr. Ong and Mr. Koh respectively, and the consideration was satisfied by our Company issuing and allotting 9,999 Shares, credited as fully paid, to Skylight Illumination, and crediting as fully paid at par one nil-paid Share held by Skylight Illumination, at the instructions of Mr. Ang, Mr. Ong and Mr. Koh;
- (c) the Deed of Indemnity;
- (d) the Deed of Non-competition; and
- (e) the Public Offer Underwriting Agreement.

## 2. Intellectual property rights of our Group

### (a) Trademarks

As at the Latest Practicable Date, our Group has applied for the registration of the following trademarks.

Trademark	Class	Name of applicant	Place of application	Application number	Application date	Status
	37 and 42	Hwa Koon	Singapore	40201719178U	29 September 2017	Publication for opposition in the Singapore Trade Marks Journal
	37 and 42	Hwa Koon	Singapore	40201719179Y	29 September 2017	Publication for opposition in the Singapore Trade Marks Journal

### (b) Domain name

As at the Latest Practicable Date, our Group was the registered owner of the following domain name, which is material to our Group's business:

Domain name	Registrant	Expiry date
hwakoon.com	Hwa Koon	30 March 2020

**FURTHER INFORMATION ABOUT OUR DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND EXPERTS****1. Directors****(a) *Particulars of Directors' service contracts***

Each of our executive Directors has entered into a service contract with our Company. The principal particulars of these service contracts are (a) each of them agreed to act as an executive Director for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' written notice served by either party on the other, and (b) is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Memorandum and the Articles. Each of our executive Directors is entitled to a fixed basic annual salary as remuneration and director's fee for his services. Our Board shall have the complete discretion whether to grant any increase in the salary and any increase so granted shall take effect from such date as our Board may specify. In addition, each of our executive Directors is also entitled to a discretionary management bonus for the financial year ending 30 June 2018 and onwards as may be determined by our Board at its sole discretion. An executive Director may not vote on any resolution of our Directors regarding the amount of the management bonus payable to him.

Our non-executive Director has signed an appointment letter with our Company. The principal particulars of this appointment letter are (a) he agreed to act as a non-executive Director for an initial term of three year commencing from the Listing Date with a director's fee, which may be terminated by not less than three months' written notice served by either party on the other, and (b) is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Memorandum and the Articles.

Each of our independent non-executive Directors has signed an appointment letter with our Company. The principal particulars of these appointment letters are (a) each of them agreed to act as an independent non-executive Director for an initial term of one year commencing from the Listing Date with a director's fee, which may be terminated by not less than one month' written notice served by either party on the other, and (b) is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Memorandum and the Articles.

Save as aforesaid, none of our Directors has or is proposed to have a service contract or an appointment letter with our Company or any of our subsidiaries (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

**(b) Remuneration of Directors**

- (i) The annual salaries of our executive Directors and the annual director's fees of our independent non-executive Directors are as follows:

Name	Annual amount (S\$)
<i>Executive Directors</i>	
Mr. Ong	108,750
Mr. Koh	122,250
<i>Non-executive Directors</i>	
Mr. Ang	142,500
<i>Independent non-executive Directors</i>	
Mr. Siu Man Ho Simon	30,000
Mr. Cheung Kwok Yan Wilfred	30,000
Prof. Pong Kam Keung	30,000

- (ii) The executive Directors may be granted a discretionary management bonus for the financial year ending 30 June 2018 and onwards at the sole discretion of our Board.
- (iii) For each of FY2014/15, FY2015/16, FY2016/17 and the three months ended 30 September 2017, the aggregate of the remuneration (including fees, salaries and allowances, discretionary bonus and contributions to retirement benefit schemes) paid by our Group to our Directors was approximately S\$222,000, S\$326,000, S\$326,000 and S\$77,000.
- (iv) Under the arrangements currently in force at the date of this prospectus, the aggregate of the remuneration (excluding discretionary bonus) payable by our Company and other members of our Group to, and benefits in kind receivable by our Directors (including our independent non-executive Directors) for the year ending 30 June 2018, are expected to be approximately S\$390,000.
- (v) No amount was paid to, or receivable by, our Directors, for each of the three years ended 30 June 2017 and the three months ended September 2017 as an inducement to join or upon joining our Company.

- (vi) No compensation was paid to, or receivable by, our Directors (including past Directors) for each of the three years ended 30 June 2017 and the three months ended September 2017 for the loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.
- (vii) There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended 30 June 2017 and the three months ended September 2017.

**(c) *Interests and short positions of Directors in the Shares, underlying shares or debentures of our Company and its associated corporations***

Immediately following completion of the Share Offer and the Capitalisation Issue (without taking into account any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme), the interests and short positions of our Directors or chief executive of our Company in shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which, once the Shares are listed on the Stock Exchange, would have to be notified to our Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or would be required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules to be notified to our Company and the Stock Exchange, will be as follows:

**(i) *Long position in the Shares***

Name of Director	Capacity/Nature of interest	Number of Shares held/interested immediately after completion of the Share Offer and the Capitalisation Issue	Percentage of shareholding immediately after completion of the Share Offer and the Capitalisation Issue
Mr. Ang <i>(Note 1)</i>	Interest in a controlled corporation; interest held jointly with another person	600,000,000	75%
Mr. Ong <i>(Note 1)</i>	Interest in a controlled corporation; interest held jointly with another person	600,000,000	75%
Mr. Koh <i>(Note 1)</i>	Interest in a controlled corporation; interest held jointly with another person	600,000,000	75%



*Note:*

1. Skylight Illumination is beneficially owned as to 51% by Mr. Ang, 34% by Mr. Ong and 15% by Mr. Koh. On 7 September 2017, Mr. Ang, Mr. Ong and Mr. Koh entered into the Acting in Concert Confirmation to confirm, among other things, that they had been acting in concert with one another since the date on which they were contemporaneously the beneficial owners of shares and to continue to act in the same manner in our Group upon the Listing. For details, please refer to the section headed “Relationship with Controlling Shareholders – Acting in Concert Confirmation” in this prospectus. By virtue of the SFO, Mr. Ang, Mr. Ong and Mr. Koh are deemed to be interested in all the Shares held by Skylight Illumination.

(ii) *Long position in the ordinary shares of associated corporation*

Name	Name of associated corporation	Capacity/Nature of interest	Number of share(s) held	Percentage of interest
Mr. Ang	Skylight Illumination ( <i>Note 1</i> )	Beneficial owner	51	51%
Mr. Ong	Skylight Illumination ( <i>Note 1</i> )	Beneficial owner	34	34%
Mr. Koh	Skylight Illumination ( <i>Note 1</i> )	Beneficial owner	15	15%

*Note:*

1. Skylight Illumination is the direct Shareholder of our Company and is an associated corporation within the meaning of Part XV of the SFO.

## 2. Substantial Shareholders

So far as is known to our Directors and taking no account any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme, the following persons/entities (not being our Directors or chief executive of our Company) will, immediately following completion of the Capitalisation Issue and the Share Offer, have interests or short positions in Shares or underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will be directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any of its subsidiaries:

Name	Capacity	Number of Shares held/interested immediately after completion of the Share Offer and the Capitalisation Issue ( <i>Note 1</i> )	Percentage of shareholding immediately after completion of the Share Offer and the Capitalisation Issue
Skylight Illumination ( <i>Note 2</i> )	Beneficial Owner ( <i>Note 3</i> )	600,000,000	75%
Ms. Ong Bee Eng	Interest of spouse ( <i>Note 4</i> )	600,000,000	75%
Ms. Wang Weling, Joan	Interest of spouse ( <i>Note 5</i> )	600,000,000	75%
Ms. Tan Peck Yen	Interest of spouse ( <i>Note 6</i> )	600,000,000	75%

*Note:*

1. All interests stated are long positions.
2. Skylight Illumination is beneficially owned as to 51% by Mr. Ang, 34% by Mr. Ong and 15% by Mr. Koh. On 7 September 2017, Mr. Ang, Mr. Ong and Mr. Koh entered into the Acting in Concert Confirmation to confirm, among other things, that they had been acting in concert with one another since the date on which they were contemporaneously the beneficial owners of shares and to continue to act in the same manner in our Group upon the Listing. For details, see “Relationship with Controlling Shareholders – Acting in Concert Confirmation”. By virtue of the SFO, Mr. Ang, Mr. Ong and Mr. Koh are deemed to be interested in all the Shares held by Skylight Illumination.
3. Skylight Illumination is the direct Shareholder of our Company.
4. Ms. Ong Bee Eng is the spouse of Mr. Ang. Accordingly, Ms. Ong is deemed or taken to be interested in the Shares Mr. Ang is interested in under the SFO.
5. Ms. Wang Weling, Joan is the spouse of Mr. Ong. Accordingly, Ms. Wang is deemed or taken to be interested in the Shares Mr. Ong is interested in under the SFO.
6. Ms. Tan Peck Yen is the spouse of Mr. Koh. Accordingly, Ms. Tan is deemed or taken to be interested in the Shares Mr. Koh is interested in under the SFO.

**3. Disclaimers**

Save as disclosed in this prospectus:

- (a) taking no account of any Shares which may be taken up or acquired under the Share Offer or any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme, our Directors are not aware of any person who immediately following completion of the Share Offer and the Capitalisation Issue will have an interest or short position in our Shares and underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is, either directly or indirectly, interested in 10% or more of the issued voting shares of our Company or any other members of our Group;
- (b) taking no account of any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme, none of our Directors or chief executive of our Company has any interest or short position in shares, underlying shares or debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to our Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they are taken or deemed to have under such provisions of the SFO) or would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or would be required, pursuant to the Model

Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, to be notified to our Company and the Stock Exchange, in each case once the Shares are listed on the Stock Exchange;

- (c) none of the Directors or the experts named in the sub-paragraph headed “Other information – 9. Qualifications and consents of experts” in this appendix is interested in the promotion of, or in any assets which have been, within the three years immediately preceding the issue of this prospectus, acquired or disposed of by or leased any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (d) none of the Directors or the experts named in the sub-paragraph headed “Other information – 9. Qualifications and consents of experts” in this appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;
- (e) none of the Directors or the experts named in the sub-paragraph headed “Other information – 9. Qualifications and consents of experts” in this appendix has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (f) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interests in the five largest customers or the five largest suppliers of our Group;
- (g) none of our Directors has any existing or proposed service contracts with member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)); and
- (h) no remuneration or other benefits in kind have been paid by any member of our Group to any Director since the date of incorporation of our Company, nor are any remuneration or benefits in kind payable by any member of our Group to any Director in respect of the current financial year under any arrangement in force as at the Latest Practicable Date.

## **OTHER INFORMATION**

### **1. Share Option Scheme**

The following is a summary of the principal terms of the Share Option Scheme conditionally approved by our Board and the written resolutions of our then sole Shareholder on 15 March 2018.

For the purpose of this section, the following expressions have the meanings set out below unless context otherwise requires:

“Adoption Date”	means 15 March 2018, the date on which the Share Option Scheme is conditionally adopted by our Company by the written resolutions of the sole Shareholder;
“Board”	means our Board from time to time or a duly authorised committee thereof;
“Eligible Employee”	means any employee (whether full time or part time employee, including any executive Directors) of our Company, any of its subsidiaries and any Invested Entity;
“Grantee”	means any Participant who accepts the offer of the grant of any Option in accordance with the terms of the Share Option Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original Grantee or the legal representative of such person;
“Group”	means our Company and its subsidiaries from time to time and “member(s) of our Group” shall be construed accordingly;
“Invested Entity”	means any entity in which our Group holds any equity interest;
“Option”	means an option to subscribe for Shares granted pursuant to the Share Option Scheme and for the time being subsisting;
“Option Period”	means in respect of any particular Option, the period during which such Option is exercisable as our Board may in its absolute discretion determine, save that such period shall not be more than ten years from the date upon which the Option is deemed to be granted and accepted in accordance with the Share Option Scheme and that our Board may at its discretion determine the minimum period for which the Option has to be held before the exercise of the Option;

- “Participant” means any person belonging to any of the following classes of participants:
- (a) any Eligible Employee;
  - (b) any non-executive Director (including independent non-executive Directors) of our Company, any of its subsidiaries or any Invested Entity;
  - (c) any supplier of goods or services to any member of our Group or any Invested Entity;
  - (d) any customer of any member of our Group or any Invested Entity;
  - (e) any person or entity that provides research, development or other technological support to our Group or any Invested Entity;
  - (f) any shareholder of any member of our Group or any Invested Entity or any holder of any securities issued by any member of our Group or any Invested Entity;
  - (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of our Group or any Invested Entity; and
  - (h) any other group or classes of participants who have contributed or may contribute, by way of joint venture, business alliance, other business arrangement or otherwise, to the development and growth of our Group, and for the purposes of the Share Option Scheme, the Options may be granted to any company wholly-owned by one or more persons belonging to any of the above classes of Participants or any discretionary object of a Participant which is a discretionary trust; and
- “Scheme Period” means a period commencing on the Adoption Date and ending on the tenth anniversary of the Adoption Date (both dates inclusive).

**(a) Purpose of Share Option Scheme**

The purpose of the Share Option Scheme is to provide incentives or rewards to Participants for their contribution to our Group and/or to enable our Group to recruit and retain high-calibre employees and attract human resources that are valuable to our Group and any Invested Entity.

**(b) Grant of option and acceptance of offer**

Subject to Share Option Scheme and the Listing Rules, our Board shall be entitled at any time and from time to time within the Scheme Period to offer to grant to any Participant as our Board may in its absolute discretion select, and subject to such conditions as our Board may think fit, Option(s) to subscribe for such number of Shares as our Board may determine at a price calculated in accordance with sub-paragraph (d) below.

Upon acceptance of an offer for grant of Option(s), the Grantee shall pay HK\$1.00 to our Company by way of consideration for the grant. The Option(s) will be offered for acceptance for a period of 21 days from the date of the offer.

**(c) Restriction on Grant of option**

No offer of grant of Options shall be made where inside information has come to our Company's knowledge until an announcement of such inside information has been published in accordance with the Listing Rules and/or Part XIVA of the SFO. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of our Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approval of the results of our Company for any year, half-year or quarter-year period (if applicable) or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for our Company to publish an announcement of the results for any year, half-year or quarter-year (if applicable) or any other interim period (whether or not required under the Listing Rules), and ending on the date of the announcement of the results, no Option(s) may be granted. The period during which no Option(s) may be granted will cover any period of delay in the publication of a results announcement. Our Board may not grant any Option(s) to a Participant who is a Director during the periods or times in which such Director is prohibited from dealing in the Shares prescribed by Model Code for Securities Transactions by Directors of Listed Issues of the Listing Rules or any corresponding codes or securities dealing restrictions adopted by our Company.

No Participant shall be granted Option(s) which if exercised in full would result in the total number of Shares already issued under all the Options granted to him which have been exercised and issuable under all the Options granted to him which are for the time being subsisting and unexercised in any 12-month period exceeding 1% of the total number of Shares in issue, provided that if approved by Shareholders in general meeting with such Participant and his close associates (or his associates if such Participant is a connected person) abstaining from voting, our Company may make further grant of Options to such Participant (the "Further Grant") notwithstanding that the Further Grant would result in the total number of Shares already issued under all the Options granted to such Participant which have been exercised and issuable under all the Options granted to him which are for the time being subsisting and unexercised in any 12-month period exceed 1% of the total number of Shares in issue. In such circumstances, we must send a circular to the Shareholders and the circular must disclose the identity of the Participant, the number and terms of the Option(s) to be granted and Options previously granted to such Participant and all the information required under the Listing Rules. The number and terms (including the subscription price) of the Option(s) to be granted to such Participant must be fixed before the Shareholders' approval and the date of the meeting of our Board for proposing such Further Grant of Option should be taken as the date of grant for the purpose of calculating the relevant subscription price.

Unless our Board otherwise determined and stated in the offer of the grant of Option(s) to a Participant, a Grantee is not required to achieve any performance target before any Option(s) granted under the Share Option Scheme can be exercised.

**(d) Price of Shares**

The subscription price for the Shares subject to any particular Option(s) shall be such price as determined by our Board in its absolute discretion at the time of the grant of the relevant Option(s) but in any case the relevant subscription price shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of the grant of the Option(s), which must be a Business Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of the grant of the Option(s); and (iii) the nominal value of a Share.

For the purpose of determining the relevant subscription price where the Shares have been listed on the Stock Exchange for less than five Business Days preceding the date of the grant of the Option(s), the issue price of the Shares shall be deemed to be the closing price of the Shares on the Listing Date for any Business Day falling within the period before the Shares are listed on the Stock Exchange.

(e) *Maximum amount of Shares*

- (i) The total number of Shares which may be issued upon exercise of all Options (excluding for this purpose Option(s) which have lapsed in accordance with the terms of the Share Option Scheme and any other schemes) to be granted under the Share Option Scheme and other schemes must not, in aggregate, exceed 10% of the Shares in issue on the Listing Date. On the basis of 800,000,000 Shares in issue on the Listing Date, the limit will be equivalent to 80,000,000 Shares, representing 10% of the Shares in issue as at the Listing Date.
- (ii) Our Company may refresh the 10% limit by seeking prior approval from Shareholders in a general meeting, provided that the total number of Shares which may be issued upon exercise of all Options and any other share option schemes of our Company, in aggregate, under the limit as “refreshed” must not exceed 10% of the total number of Shares in issue as at the date of such Shareholders’ approval of the refreshed limit. Option(s) previously granted under the Share Option Scheme or any other schemes of our Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option scheme) will not be counted for the purpose of calculating the refreshed limit.
- (iii) Our Company may also grant Option(s) beyond the 10% limit by seeking Shareholders’ approval in a general meeting, provided that the Grantee(s) of such Option(s) must be specifically identified by our Company before such approval is sought. In such event, our Company shall send a circular to our Shareholders containing a generic description of the specified Grantees who may be granted such Option(s), the number and terms of such Option(s) to be granted, the purpose of granting such Option(s), an explanation as to how the terms of the Option(s) serve such purpose and the information required by the Listing Rules.
- (iv) Notwithstanding the foregoing, our Company must not grant any options if the aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of our Company, would exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other schemes of our Company if such grant will result in this 30% limit being exceeded.
- (v) If our Company conducts a share consolidation or subdivision after the 10% limit has been approved in general meeting, the maximum number of Shares that may be issued upon exercise of all Options to be granted under all of the schemes of our Company under the 10% limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.



***(f) Time of exercise of Option***

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined by our Board absolutely, provided that such period shall not be more than ten years from the date upon which the Option is deemed to be granted and accepted in accordance with the Share Option Scheme. Our Board may, at its discretion, determine the minimum period for which the Option has to be held before the Option can be exercised.

The exercise of any Option shall be subject to our Shareholders in general meeting approving any increase in the authorised share capital of our Company. Subject thereto, our Board shall make available sufficient authorised but unissued share capital of our Company for purpose of allotment of shares upon exercise of Option(s).

***(g) Rights are personal to Grantee***

Option(s) granted shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option(s). Any breach of the foregoing by the Grantee shall entitle us to cancel any outstanding Option(s) or part thereof granted to such Grantee (to the extent not already exercised) without incurring any liability on our Company.

***(h) Rights on death***

If a Grantee dies before exercising the Option(s) in full, his legal personal representative(s) may exercise the Option(s) in whole or in part (to the extent that it has become exercisable and not already exercised prior to such date of death) within a period of 12 months from the date of death (or such longer period as the Board may determine).

***(i) Changes in capital structure***

In the event of any alteration in the capital structure of our Company whilst any Option(s) remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, consolidation or subdivision of Shares or reduction of the capital of our Company (other than an issue of Shares as consideration in respect of a transaction to which our Company is a party), such corresponding alterations (if any) shall be made to:

- (i) the number or nominal amount of Shares subject to the Option(s) so far as unexercised; and/or

- (ii) the subscription price; and/or
- (iii) the method of exercise of the Option(s); and/or
- (iv) the maximum number of Shares referred in sub-paragraph (e) above and the Further Grant referred in sub-paragraph (c) above.

Our Company's independent financial adviser or auditors shall certify in writing to our Board as to whether the corresponding alterations are in their opinion fair and reasonable. Any alteration shall be made on the basis that the proportion of the issued share capital of our Company to which a Grantee is entitled after such alteration shall remain the same as that to which he was entitled to before such alteration and that the aggregate subscription price payable by a Grantee on the full exercise of any Option(s) shall remain as close as possible (but shall not be greater than) as it was before such event. No such alteration shall be made the effect of which would be to enable any Share to be issued at less than its nominal value and no such adjustment will be required in circumstances where there is an issue of Shares or other securities of our Group for cash or as consideration in a transaction.

The capacity of our Company's auditors and independent financial advisers is that of experts and not of arbitrators and their certification, in the absence of manifest error, shall be final and binding on our Company and the Participants. The cost of our independent financial advisers and the auditors shall be borne by us.

**(j) *Rights on take-over***

In the event of a general or partial offer (whether by way of take-over offer, merger, share repurchase offer, or privatisation proposed by scheme of arrangement or otherwise in like manner) is made to all Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert (as defined in the Takeovers Code) with the offeror, we shall use all reasonable endeavours to procure that such offer is extended to all the Grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Option(s) granted to them, Shareholders. If such offer becomes or is declared unconditional, the Grantee shall be entitled to exercise the Option(s) (to the extent not already exercised) to its full extent or to the extent specified in the Grantee's notice to us in exercise of the Option(s) at any time within 14 days after the date on which such offer becomes or is declared unconditional.

**(k) Rights on a compromise or arrangement**

- (i) In the event a notice is given by our Company to the Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, we shall on the same date as or soon after it despatches such notice to each Shareholder give notice thereof to all Grantees and thereupon, each Grantee, subject to the provisions of all applicable laws (or where permitted under sub-paragraph (h) above, and his legal personal representative(s)) shall be entitled to exercise all or any of his Options (to the extent which has become exercisable and not already exercised) at any time not later than two Business Days prior to the proposed general meeting of our Company by giving notice in writing to us, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given whereupon we shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid, which Shares shall rank *pari passu* with all other Shares in issue on the date prior to the passing of the resolution to wind-up our Company to participate in the distribution of assets of our Company available in liquidation.
  
- (ii) In the event of a compromise or arrangement between our Company and its creditors (or any class of them) or between our Company and its members (or any class of them), in connection with a scheme for the reconstruction or amalgamation of our Company, we shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement, and thereupon any Grantee (or where permitted under sub-paragraph (h) above his legal personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the Court be entitled to exercise his Option(s) (to the extent which has become exercisable and not already exercised), but the exercise of the Option(s) shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. We may thereafter require such Grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his Option(s) so as to place the Grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement.

***(l) Rights of Grantee ceasing to be a Participant***

In the event of the Grantee ceases to be a Participant for any reason other than his death or termination of his employment on one or more of the grounds specified in the sub-paragraph (m)(v) below, then, if the Option Period has not at the date of such cessation commenced, the Option(s) shall lapse and if the Option Period has commenced, the Grantee may exercise the Option(s) in accordance with the Share Option Scheme, up to his entitlement at the date of cessation in whole or in part (to the extent which has become exercisable and not already exercised) which date shall be the last actual working day with our Company or the relevant subsidiary or the relevant Invested Entity whether salary is paid in lieu of notice or not, or such longer period following the date of cessation as our Board may determine.

***(m) Lapse of Option***

An Option shall lapse automatically and shall cease to be exercisable (to the extent not already exercised) on the earliest of:

- (i) the expiry of the Option Period (subject to the provisions of the Share Option Scheme);
- (ii) the expiry of any periods referred to in sub-paragraphs (h) and (l);
- (iii) the date on which the offer (or the case may be, revised offer) referred to in sub-paragraph (j) above closes;
- (iv) subject to sub-paragraph (k)(i) above, the date of the commencement of the winding-up of our Company;
- (v) the date on which the Grantee ceases to be an Eligible Employee by reason of the termination of his employment on any one or more of the grounds that he has been guilty of misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by our Board) on any other ground on which an employer would be entitled to terminate his employment summarily at common law or pursuant to any applicable laws or under such Grantee's service contract with our Company or the relevant subsidiary or the relevant Invested Entity. A resolution of our Board or the board of directors of the relevant subsidiary or the board of directors of the relevant Invested Entity to the effect that employment of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive and binding on the Grantee;

- (vi) subject to sub-paragraph (k)(ii) above, the date when the proposed compromise or arrangement becomes effective;
- (vii) the date on which the Grantee commits a breach of sub-paragraph (g) above; or
- (viii) if our Directors at their absolute discretion determine that the Grantee (other than an Eligible Employee) or his associate has committed any breach of any contract entered into between the Grantee or his associate on the one part and our Group or any Invested Entity on the other part or that the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, our Directors shall determine that the outstanding Option(s) granted to the Grantee (whether exercisable or not) shall lapse. In such event, his Option(s) will lapse automatically and will not in any event be exercisable on or after the date on which our Directors have so determined.

**(n) *Ranking of Shares***

Shares allotted and issued upon exercise of an Option will be subject to all provisions of our Company's articles of associations amended from time to time and will carry the same rights in all respects with the existing fully paid Shares in issue as from the day when the name of the Grantee is registered on the register of members of our Company and accordingly will entitle the holder to participate in all dividends or other distributions paid or made on or after the date when the name of the Grantee is registered on the register of members of our Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the Grantee is registered on the register of members of our Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of our Company is closed then the exercise of the Option shall become effective on the first Business Day in Hong Kong on which the register of members of our Company is re-opened. A Share allotted upon exercise of an Option shall not carry any voting right until the completion of the registration of the Grantee as the holder thereof.

**(o) *Cancellation of Options granted***

Any cancellation of Option(s) granted in accordance with the Share Option Scheme but not exercised must be subject to the prior written consent of the relevant Grantee and approval of our Directors.

Where our Company elects to cancel Option(s) and issue new ones to the same Grantee, the issue of such new Option(s) may only be made under a scheme with available unissued Option(s) (excluding cancelled Option(s)) within the limit approved by the Shareholders.

***(p) The Scheme Period***

Subject to the termination of the Share Option Scheme, the Share Option Scheme will be valid and effective for the Scheme Period, after which period no further Option(s) may be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects. Option(s) granted during the Scheme Period and remain unexercised immediately prior to the end of the Scheme Period shall continue to be exercisable in accordance with their terms of grant, notwithstanding the expiry of the Share Option Scheme.

***(q) Alteration and termination of Share Option Scheme***

The terms and conditions of the Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of Participants except (i) with the approval of our Shareholders in general meeting; or (ii) where such alterations take effect automatically under the existing terms of the Share Option Scheme.

Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of Option(s) granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme.

Any change to the authority of our Board in relation to any alteration to the term of the Share Option Scheme shall be approved by the Shareholders in general meeting except where the alteration takes effect automatically under the existing terms of the Share Option Scheme.

The amended terms of the Share Option Scheme or the Option(s) must still comply with the relevant requirements of Chapter 17 of the Listing Rules and no such alteration shall operate to affect adversely the terms of issue of any Option(s) granted or agreed to be granted prior to such alteration except with the consent or sanction in writing of such number of Grantees as shall together hold Option(s) in respect of not less than three-fourths in nominal value of all Shares then subject to Option(s) granted under the Share Option Scheme and provided further that any alterations to the terms and conditions of the Share Option Scheme which are of a material nature shall first be approved by the Stock Exchange.

Our Company must provide to all Grantees all details relating to changes in the terms of the Share Option Scheme during the life of the Share Option Scheme immediately upon such changes taking effect.

Our Company, by ordinary resolution in general meeting, or our Board may at any time terminate the operation of the Share Option Scheme and in such event no further Option(s) will be offered. On termination, the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of the Option(s) (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Option(s) (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

***(r) Granting of Option to a Director, chief executive of our Company or substantial Shareholder or any of their associates***

Where Option(s) are proposed to be granted to a Director, chief executive of our Company or substantial Shareholder, or any of their respective associates, the proposed grant must comply with the requirements of Rule 17.04(1) of the Listing Rules and be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee of the Option(s)).

If a grant of Option(s) to a substantial Shareholder or an independent non-executive Director or their respective associates will result in the Shares issued and to be issued upon exercise of all options granted and to be granted (including exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the relevant class of Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5.0 million,

then such further grant of Options must be approved by the Shareholders in a general meeting. At such general meeting, the Grantee, his associates and all core connected persons of our Company must abstain from voting, unless they intend to vote against the such further grant and provided that such intention to do so has been stated in the circular that our Company will send out. Our Company must send to our Shareholders containing all the information required under Rule 17.04(3) of the Listing Rules.

In addition, any change in the terms of the Option(s) granted to a substantial Shareholder or an independent non-executive Director, or any of their respective associates must also be approved by the Shareholders in a general meeting.

The requirements for the grant of an Option to a Director or chief executive of our Company set out in Rules 17.04(1), (2) and (3) of the Listing Rules shall not apply where the proposed grantee is only a proposed Director or chief executive of our Company.

**(s) *Conditions of Share Option Scheme***

The Share Option Scheme is conditional upon (i) the Stock Exchange granting approval of the listing of and permission to deal in the Shares which fall to be issued upon exercise of the Option(s) granted under the Share Option Scheme; and (ii) the commencement of dealings in the Shares on the Stock Exchange.

As at the Latest Practicable Date, no Option(s) had been granted or agreed to be granted by our Company under the Share Option Scheme.

Application has been made to the Stock Exchange for the approval of the Share Option Scheme, the subsequent granting of Option(s) under Share Option Scheme and listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of Option(s) granted under the Share Option Scheme.

**2. Tax and other indemnities**

Our Controlling Shareholders (collectively the “Indemnifiers”) have pursuant to the Deed of Indemnity, on a joint and several basis, given indemnities to our Company (for itself and as trustee for other members of our Group) in connection with, among other things:

- (a) taxation falling on any member of our Group resulting from or by reference to any income, profits, gains, transactions, events, matters or things earned, accrued, received or entered into (or deemed to be so earned, accrued, received or entered into) on or before the Listing Date or any event or transaction on or before the Listing Date whether alone or in conjunction with any circumstances whenever occurring and whether or not such taxation is chargeable against or attributable to any other person, firm or company;



- (b) all reasonable costs (including all legal costs), expenses, interests, penalties or other liabilities which any member of our Group may properly incur in connection with:
  - (i) the investigation, assessment or contesting of any claim under paragraph (a) above;
  - (ii) the settlement of any claim under the Deed of Indemnity;
  - (iii) any legal or arbitration proceedings in which any member of our Group claims under or in respect of the Deed of Indemnity and in which judgement, award or decision is given in favour of any member of our Group; or
  - (iv) the enforcement of any such settlement or decision or judgement or award;
- (c) any and all losses, claims, actions, demands, liabilities, damages, costs, expenses, penalties, fines and of whatever nature suffered or incurred by any member of our Group as a result of or in connection with any violations or breaches or non-compliance of any laws, rules or regulations and/or all litigations, arbitrations, claims, complaints, demands and/or legal proceedings by or against any of the member of our Group in Hong Kong, the Singapore, the Cayman Islands, BVI or any other part of the world, which was issued, accrued and/or arising from any act of any of the member of our Group at any time on or before the Listing Date, including but not limited to our Group's non-compliance matters which occurred during the Track Record Period.

The Indemnifiers will, however, not be liable under the Deed of Indemnity for any taxation, liability or claims mentioned in the three paragraphs immediately above where:

- (a) to the extent that provision has been made for such taxation, liabilities or claim in the audited accounts of any member of our Group up to 30 September 2017;
- (b) to the extent that such taxation or liability falling on any of the members of our Group in respect of any accounting period commencing on or after 1 October 2017 and ending on the Listing Date, unless such taxation or liability would not have arisen but for some act or omission of, or transaction voluntarily entered into by, any member of our Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) with the prior written consent or agreement of the Indemnifiers, other than any such act, omission or transaction:
  - (i) carried out or effected in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets before the Listing Date; or
  - (ii) carried out, made or entered into pursuant to a legally binding commitment created before the Listing Date or pursuant to any statement of intention made in this prospectus; or

- (c) to the extent that such taxation liabilities or claim arise or are incurred as a result of the imposition of taxation as a consequence of any retrospective change in the law, rules and regulations or the interpretation or practice thereof by the relevant authority coming into force after the date of the Deed of Indemnity or to the extent such claim arises or is increased by an increase in rates of taxation after the date of the Deed of Indemnity with retrospective effect;
- (d) to the extent that such taxation is discharged prior to the Listing Date by another person who is not a member of our Group and that none of the members of our Group is required to reimburse such person in respect of the discharge of the taxation; or
- (e) to the extent that any provision or reserve made for taxation in the audited accounts of any member of our Group up to 30 September 2017 and which is finally established to be an over-provision or an excessive reserve, in which case the Indemnifiers' liability (if any) in respect of such taxation shall be reduced by an amount not exceeding such provision or reserve, provided that the amount of any such provision or reserve applied referred to in this paragraph to reduce the Indemnifiers' liability in respect of taxation shall not be available in respect of any such liability arising thereafter.

### **3. Litigation**

Save as disclosed in the section headed "Business – Litigation and Claims" in this prospectus, neither our Company nor any of its subsidiaries are engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to our Directors to be pending or threatened against our Company or any of its subsidiaries.

### **4. Agency fees or commissions received**

Except as disclosed in the section headed "Underwriting – Commissions and expenses" in this prospectus, no commission, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group within the three years immediately preceding the date of this prospectus.

### **5. Sponsor**

The Sponsor has made an application for and on behalf of our Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus, including the Offer Shares and any Shares which may fall to be allotted and issued pursuant to (a) the Capitalisation Issue and (b) the exercise of options which may be granted under the Share Option Scheme, representing 10% of the Shares in issue on the Listing Date. The Sponsor is entitled to a sponsor's fee in the amount of HK\$5.0 million.

The Sponsor has confirmed to the Stock Exchange that it satisfies the independence test as stipulated under Rule 3A.07 of the Listing Rules.

**6. Compliance adviser**

In accordance with the requirements of the Listing Rules, our Company has appointed Grande Capital Limited as its compliance adviser to provide consultancy services to our Company to ensure compliance with the Listing Rules for a period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year ending 30 June 2019.

**7. Preliminary expenses**

The preliminary expenses relating to the incorporation of our Company are approximately USD4,300 (equivalent to approximately HK\$33,540) and are payable by our Company.

**8. Promoters**

Our Company has no promoter. Within the three years immediately preceding the date of this prospectus, no amount or benefit has been paid or given to the promoter in connection with the Share Offer or the related transactions described in this prospectus.

**9. Qualifications and consents of experts**

The qualifications of the experts who have given reports, letter or opinions (as the case may be) in this prospectus are as follows:

<b>Name</b>	<b>Qualification</b>
Dakin Capital Limited	A licensed corporation under SFO to carry on Type 6 (advising on corporate finance) regulated activity under the SFO
Deloitte Touche Tohmatsu	Certified public accountants
Shook Lin & Bok LLP	Legal advisers to our Company as to Singapore law
Appleby	Legal advisers to our Company as to Cayman Islands law
Ipsos Pte. Ltd.	Industry consultant

Each of the experts named above has given and has not withdrawn their respective written consents to the issue of this prospectus with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they respectively appear.

None of the experts named above has any shareholding interest in any members of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any members of our Group.

#### **10. Binding effect**

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penalty provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance so far as applicable.

#### **11. Bilingual Prospectus**

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by Section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

#### **12. Taxation of holders of Shares**

##### **(a) Hong Kong**

##### *(i) Profits*

No tax is imposed in Hong Kong in respect of capital gains from the sale of property such as the Shares. Trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where such gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong profits tax. Gains from sales of the Shares effected on the Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of the Shares realised by persons carrying on a business of trading or dealing in securities in Hong Kong.

(ii) *Stamp duty*

Hong Kong stamp duty will be payable by the purchaser on every purchase of the Shares and by the seller on every sale of the Shares. The duty is charged on each of the purchaser and seller at the current rate of 0.1% of the consideration or, if higher, the fair value of the Shares being sold or transferred. In addition, a fixed duty of HK\$5 is currently payable on any instrument of transfer of shares.

(iii) *Estate duty*

Estate duty has been abolished in Hong Kong by The Revenue (Abolition of Estate Duty) Ordinance 2005 which came into effect on 11 February 2006. The estate of a person who died before 11 February 2006 is subject to the provisions of the Estate Duty Ordinance (Chapter 111, Laws of Hong Kong), and the Shares are Hong Kong property for this purpose. The estate duty chargeable in respect of estates of persons dying between the transitional period from and including 15 July 2005 to 11 February 2006 with the principal value exceeding HK\$7.5 million shall be a nominal amount of HK\$100. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for a grant of representation in respect of holders of shares whose death occurs on or after 11 February 2006.

(b) *The Cayman Islands*

Under the Cayman Islands law currently in force, no stamp duty is payable in the Cayman Islands on transfers of our Shares except those which hold interests in land in the Cayman Islands.

(c) *Consultation with professional advisers*

Intended holders of the Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the Shares or exercising any rights attaching to them. It is emphasised that none of our Company, our Directors or the other parties involved in the Share Offer can accept responsibility for any tax effect on, or liabilities of, holders of the Shares resulting from their subscription for, purchase, holding or disposal of or dealing in the Shares or exercising any rights attaching to them.

**13. Miscellaneous**

- (a) Save as disclosed herein:
- (i) within the three years immediately preceding the date of this prospectus:
    - (aa) no share or loan capital of our Company or of any of its subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash;
    - (bb) no share, warrant or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
    - (cc) our Company has no outstanding convertible debt securities or debentures; and
    - (dd) no founder, management or deferred shares or any debentures (including convertible bonds) of our Company have been issued or agreed to be issued;
  - (ii) our Directors confirm that save for the expenses in connection with the Listing, up to the date of this prospectus, there has been no material adverse change in the financial or trading position or prospects of our Group since 30 September 2017 (being the date to which the latest audited consolidated financial statements of our Group were made up);
  - (iii) there has not been any interruption in the business of our Group which has had a material adverse effect on the financial position of our Group in the 12 months preceding the date of this prospectus;
  - (iv) none of the equity and debt securities of our Company is listed or dealt with on any other stock exchange nor is any listing or submission to deal being or proposed to be sought;
  - (v) our Directors confirm that none of them shall be required to hold any shares by way of qualification and none of them has any interest in the promotion of our Company;
  - (vi) there are no arrangements under which future dividends are waived or agreed to be waived; and
  - (vii) all necessary arrangements have been made to enable the Shares to be admitted into CCASS;

- (b) Subject to the provisions of the Companies Law, the principal share register of our Company will be maintained in the Cayman Islands by Estera Trust (Cayman) Limited and a branch share register of our Company will be maintained in Hong Kong by Boardroom Share Registrars (HK) Limited. Unless our Board otherwise agree, all transfers and other documents of title of our Shares must be lodged for registration with and registered by our Company's branch share registrar in Hong Kong and may not be lodged in the Cayman Islands.

**DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG**

The documents attached to the copy of this prospectus delivered to the Registrar of Companies in Hong Kong for registration were:

- i. copies of **White** and **Yellow** Application Forms;
- ii. the written consent referred to in the paragraph headed “Other information – 9. Qualifications and consents of experts” in Appendix IV to this prospectus; and
- iii. a copy of each of the material contracts referred to in the paragraph headed “Further information about the business of our Group – 1. Summary of material contracts” in Appendix IV to this prospectus.

**DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the office of Guantao & Chow Solicitors and Notaries, Suites 1604-6, 16/F, ICBC Tower, 3 Garden Road, Central, Hong Kong during normal business hours up to and including the date which is 14 days from the date of this prospectus:

- (a) the Memorandum and the Articles;
- (b) the Accountants’ Report of our Group prepared by Deloitte Touche Tohmatsu, the text of which is set out in Appendix I to this prospectus;
- (c) the audited financial statements of the companies now comprising our Group for each of the years ended 30 June 2015, 2016, 2017 and the three months ended 30 September 2017 (or for the period since their respective dates of incorporation/ establishment where it is shorter);
- (d) the report on unaudited pro forma financial information of our Group issued by Deloitte Touche Tohmatsu, the text of which is set out in Appendix II to this prospectus;
- (e) the industry report prepared by Ipsos referred to in “Industry Overview” in this prospectus;
- (f) the letter prepared by Appleby summarising certain aspects of the Cayman Islands company law referred to in Appendix III to this prospectus;
- (g) the Companies Law;



- (h) the legal opinion prepared by Shook Lin & Bok LLP in respect of our Group's operation in Singapore;
- (i) the service contracts and appointment letters referred to in the paragraph headed "Further information about our Directors, substantial Shareholders and experts – 1. Directors – (a) Particulars of Directors' service contracts" in Appendix IV to this prospectus;
- (j) the rules of the Share Option Scheme referred to in the paragraph headed "Other information – 1. Share Option Scheme" in Appendix IV to this prospectus;
- (k) the material contracts referred to in the paragraph headed "Further information about the business of our Group – 1. Summary of material contracts" in Appendix IV to this prospectus; and
- (l) the written consents referred to in the paragraph headed "Other information – 9. Qualifications and consents of experts" in Appendix IV to this prospectus.

