



# Safeguarding Retail Assets Unlocking Opportunities

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All figures in this annual report are in Singapore dollars unless otherwise indicated.

This annual report has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**").

This annual report has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinion made or reports contained in this annual report.

The contact person for the Company's Sponsor is Mr. Ong Hwee Li (Registered Professional, SAC Capital Private Limited). Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542. Tel : +65 6232 3210

# Corporate Structure

As at 15 September 2020



# Corporate Profile

## DISA LIMITED

DISA LIMITED (“DISA”, and together with its subsidiaries, the “Group”), is an investment holding company listed on the SGX Catalist since 1992.

The Group is focusing on high-value services with long term economic resilience through globalisation initiatives.

The primary businesses of the Group will be to strengthen the Group’s reliability and sustainability by way of leveraging in-house eco system research and development capability to innovate new product development with cloud-based platforms and digitalisation of product and services.

Advancing towards disruptive technology will be actively pursued in all industry segments as the Group continues to evolve its competitive edge to thrive in the digital era.

The Group has been continuously reviewing its businesses to focus on high-value services with long term potential while divesting non-core segments to complement its growth. With the disposal of its supply of construction materials and energy management services businesses during the financial year, the Group is now focusing on growing and expanding its technology related business.

The Group has offices in Singapore, China and the United States of America (“USA”).

## TECHNOLOGY

Disa Digital Safety Pte. Ltd. (“DDSPL”) is a wholly owned subsidiary of DISA that specializes in research and development of cutting-edge security solution.

DDSPL was one of the winners of The Peak Tech Laureates 2020. The Peak Tech Laureates seeks to honour technology partners who empower corporations with their most innovative and compelling services and solutions.

Disa Digital Safety (USA), a wholly owned subsidiary of DDSPL was named first place winner for the 2017 (R)Tech Asset Protection: Innovation Award by the Retail Industry Leaders Association, USA for its Point-of-Sale Activation (“PoSA Smart Lock”) technology on 24 April, 2017.



**PoSA Smart Lock** is the world’s first digital asset-protection solution that removes the benefit of stealing by making the consumer electronic products non-functional until the point of payment by the consumer at retail stores.

DDSPL launched its Single-Scan Serialization (“**3S Smart Barcode**”) to prevent return fraud within the same retailer in 2017. Since then, the number of 3S-Enabled product categories has been extended further from baby products, medical diagnostic kits and personal mobility devices to many other products such as sport jersey and automotive accessories.



**3S Smart Barcode**, effectively stops invalid returns, offers product visibility with real-time analytics from Product ID Live, and provides more accurate inventory calculations by rejecting invalid returns and giving more precise store and item sales and returns data.

**Product ID Live**, the first smart Asset Protection technology tool that proactively combats shrink and eliminates return fraud. Retailers and suppliers receive live 24/7 user access to individual item tracking, predictive algorithms, preventative warning notifications, merchandising tools, shrink and fraud alerts, and live inventory analytics.

**DiSa ultra-violet (UV) disinfection robot** is an autonomous disinfection robot for commercial spaces, hospitals, schools and other high-touch points. The robot was designed as a complement to the existing cleaning cycle with the aim of reducing the spread of infectious diseases, viruses, bacteria, and other harmful microorganisms.

The robot can drive autonomously while emitting concentrated UV-C light onto pre-defined infectious high touch points hotspot environments, thus disinfecting and killing bacteria and virus on all exposed surfaces.

The efficacy of the robot has been certified by international accredited testing laboratory, TÜV Rheinland Hong Kong Limited.

# Letter to Shareholders

“In FY2020, the Group continues to make good progress in its effort to increase the list of products, and hence the number of customers adopting our asset protection technology to prevent retail theft and return fraud.”



**CHNG WENG WAH**

Managing Director and  
Chief Executive Officer

**TOH HOCK GHIM**

Chairman

## DEAR FELLOW SHAREHOLDERS

On behalf of the Board of Directors (the “**Board**”) of DISA Limited (“**DISA**”, together with its subsidiaries, the “**Group**”), we are pleased to present to you the annual report of the Group for the financial year ended 30 June 2020 (“**FY2020**”).

### FY2020 – YEAR IN REVIEW

The COVID-19 pandemic has hard hit the global economy with unprecedented disruptions since its outbreak in late 2019. Singapore is not spared from the profound impact of the pandemic on the global economy. In August 2020, the Ministry of Trade and Industry further downgraded Singapore’s GDP growth forecast for 2020 to -7.0 to -5.0 per cent from -7.0 to -4.0 per cent, its worst ever quarterly contraction of 13.2 per cent year-on-year<sup>1</sup>.

Despite the challenging global business environment, the Group has managed to narrow its losses, excluding one-off expenses, from S\$7.7 million in FY2019 to S\$5.5 million in FY2020. The cutback on losses was achieved through the higher revenue and lower operating

expenses as the Group continues to rationalise and contain its operating expenses while ensuring improved business performance. We recorded a 12-fold increase in revenue in FY2020 from S\$0.5 million to S\$6.6 million, attributed mainly from the code sales and the sales of semiconductor devices.

In FY2020, the Group continues to make good progress in its effort to increase the list of products, and hence the number of customers adopting our asset protection technology to prevent retail theft and return fraud. The products list has further expanded from medical diagnostic kits and personal mobility devices in FY2019 to sport jersey and automotive accessories in FY2020. The Group has successfully brought on board one of the largest professional sport licensed company to implement our Single-Scan Serialization (3S) solution to safeguard their products in March 2020.

With the increasing number of products and customers, the number of SKUs has increased by more than 3-fold from 182 SKUs as of 30 June 2019 to 848 SKUs as of 30 June 2020.

<sup>1</sup> Extracted from Ministry of Trade and Industry, Singapore’s press release dated 11 August 2020.

The Group incorporated, through its indirect wholly-owned subsidiary, Disa Digital Safety (Shenzhen) Limited, a wholly-owned Hong Kong subsidiary company to undertake trading business in September 2019. The Group began selling bundled semiconductor devices and codes in second quarter of FY2020 and further expanded into selling more semiconductor devices as an extended service to both its existing and new customers in third quarter of FY2020.

In response to the outbreak of COVID-19 pandemic and to seize the business opportunities that may arise from this outbreak, the Group has expanded into design and development of UV applications and began selling UV disinfection devices in May 2020.

In June 2020, the Group, through its wholly-owned subsidiary, Disa Digital Safety Pte. Ltd., signed a strategic cooperation agreement with TÜV Rheinland Hong Kong Limited, to cooperate in the field of UV-C Disinfection Automated Guided Vehicles (“AGVs”) in the global market. The scope of cooperation includes joint synergetic development of markets, research, development, testing and certification of AGVs.

To streamline the Group’s business for better utilisation of available resources, the Group disposed of its construction materials and energy management businesses in November 2019 and June 2020 respectively.

### GOING FORWARD

The Group will continue to maintain its focus on the technology related business opportunities and take further measures to reduce its operating expenses for the financial year ending 30 June 2021 (“FY2021”).

We will also continue to exercise financial prudence as we continue our research effort to further enhance our asset protection solution, developing new technologies as well as building up the list of products and add customer base for our trading business.

As the COVID-19 situation remains fluid, we expect business conditions in FY2021 to remain challenging.

The Group will continue to assess the impact of the COVID-19 situation on its business as the situation continues to evolve.

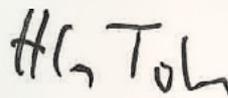
### SUSTAINABILITY MATTERS

We reaffirm our commitment to sustainability by publishing the sustainability report guided by the Global Reporting Initiative Standards: Core Option. We seek to provide insights into the way we do business, while highlighting our environmental, social, governance and economic performance.

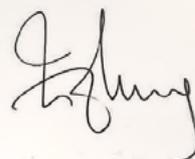
### OUR APPRECIATION

On behalf of the Board, we would like to express our appreciation to the management and staff of the Group across Asia and the United States for their hard work and commitment towards making FY2020 an exciting year for the Group. We would also like to express our sincere gratitude to our valued shareholders, customers and business partners for their unwavering and continuing support.

We look forward to your continued support as we continue to explore new business opportunities and remain committed towards delivering sustainable returns for our shareholders.



**TOH HOCK GHIM**  
Chairman



**CHNG WENG WAH**  
Managing Director and Chief Executive Officer

## Board of Directors



### TOH HOCK GHIM

- Chairman, Non-Executive and Independent Director
- Chairman, Board of Directors
- Chairman, Nominating Committee
- Member, Audit and Risks Management Committee and Remuneration Committee

*First appointed on 11 January 2008*

*Last re-elected on 26 October 2018*

Mr. Toh joined the Ministry of Foreign Affairs in October 1966 and had served in Singapore's diplomatic posts in Malaysia, the Philippines, Thailand, Vietnam and the Hong Kong & Macau Special Administrative Regions ("SARs"). He was Ambassador to Vietnam from January 1994 to January 2002 and Consul-General to the Hong Kong and Macau SARs from February 2002 to December 2007. He was appointed as Senior Adviser to the Ministry of Foreign Affairs upon his retirement from the Foreign Service at the end of 2007 till 2014. Mr. Toh obtained his Bachelor of Arts (Political Science) degree from the University of Singapore.



### CHNG WENG WAH

- Managing Director and Chief Executive Officer, Non-Independent

*First appointed on 3 February 2005*

*Last re-elected on 30 October 2019*

Mr. Chng oversees DISA's growth and executes strategies by developing infrastructure, processes and applications through the deployment of new digital solutions. He has been seeking development opportunities proactively to capitalise the benefits of digitalisation.

Prior to joining DISA, Mr. Chng held leadership roles in diverse fields across product research and development, innovation, marketing and sales. He was with Metech International Limited as its Director and Interim/Acting CEO, an Executive Director of LifeBrandz Ltd. and an Independent Director of AGV Group Limited. Mr. Chng was awarded the Asia Europe Entrepreneurs Award at the Berlin Asia Europe Young Entrepreneurs Forum.



### LAU KAY HENG

- Non-Executive and Independent Director
- Chairman, Audit and Risks Management Committee
- Member, Remuneration Committee and Nominating Committee

*First appointed on 1 September 2011*

*Last re-elected on 30 October 2019*

Mr. Lau has over 20 years of corporate management and corporate advisory experience spanning the Asia Pacific region for various multinational and Singapore listed companies in the medical, chemical, pharmaceutical, interior floor covering and environmental industries. Mr. Lau is currently an Executive Director and the Chief Investment Officer of Kitchen Culture Holdings Ltd. Prior to that, he was the Managing Director of a boutique corporate advisory firm specializing in corporate advisory, private equity, merger & acquisition, IPO transactions in Singapore, China, Korea, Australia and other countries in the region. Mr. Lau was awarded the prestigious Public Service Commission Scholarship and graduated from the National University of Singapore with a Bachelor of Science degree.



### LIM SOON HOCK

- Non-Executive and Non-Independent Director
- Member, Audit and Risks Management Committee, Nominating Committee and Remuneration Committee

*First appointed on 11 May 2017*

*Last re-elected on 27 October 2017*

Mr. Lim has more than 30 years' of experience as a board member, CEO, technopreneur and private investor, across a variety of global industries, in a highly competitive environment.

He is currently the Founder and Managing Director of PLAN-B ICAG Pte Ltd, a boutique corporate advisory firm, which he set up after stepping down from Compaq Computer Asia Pacific, where he was the first Asian and Singaporean appointed to the position of Vice President and Managing Director of Compaq Computer Asia Pacific.

Post-Compaq, he has been involved in taking companies public, mergers and acquisitions, as well as consulting for several global MNCs and promising SMEs.

Mr. Lim continues to sit on the boards of several public listed companies and private companies. He received numerous awards in recognition of his work and public service. Mr. Lim holds a Bachelor of Engineering (Honours) from the University of Singapore.

He is also an Honorary Fellow of ASEAN Federation of Engineering Organisations, a Fellow of Institution of Engineers Singapore, Academy of Engineering Singapore, Institution of Engineering and Technology, UK, Singapore Computer Society, Singapore Institute of Directors and Singapore Institute of Arbitrators.

Mr. Lim is a Justice of the Peace, an Adjunct Professor with the National University of Singapore, and a Mediator with our State Courts Singapore, Singapore Mediation Centre, Singapore International Mediation Institute and International Mediation Institute.



### LOH EU TSE DEREK

- Non-Executive and Independent Director
- Chairman, Remuneration Committee
- Member, Audit and Risks Management Committee and Nominating Committee

*First appointed on 11 May 2017*

*Last re-elected on 27 October 2017*

Mr. Loh graduated with honours from the University of Cambridge and practices law in Singapore as an Executive Director of TSMP Law Corporation. He is an Advocate and Solicitor of the Supreme Court.

Mr. Loh is also an Independent Director of Vietnam Enterprise Investments Limited, Vibrant Group Limited, K2 F&B Holdings Limited, Adventus Holdings Limited, and Federal International (2000) Ltd. He is a member of the Board of Governors of Saint Joseph's Institution ("SJI"), the Board of Governors of SJI International and also a trustee and a member of the Management Committee of the SJI Foundation a registered charity in Singapore.

# Board of Directors

Information on the Directors' chairmanships and directorships both present and those held over the preceding five years in other listed companies, and other principal commitments are summarised below:

Director	Directorships/ Chairmanships In Other Listed Companies (Present & Held Over Preceding 5 Years)		Other Principal Commitments
	Over preceding 5 years	Present	
<b>Toh Hock Ghim</b>	<ul style="list-style-type: none"> <li>AGV Group Limited</li> <li>Fourth Link Inc. (Listed on KOSDAQ)</li> <li>LifeBrandz Ltd</li> </ul>	<ul style="list-style-type: none"> <li>AnAn International Limited</li> <li>Auralite Investments Inc. (Listed on TSX Venture Exchange)</li> <li>FDG Kinetic Limited (Listed on SEHK)</li> <li>Hon Corporation Limited</li> </ul>	<ul style="list-style-type: none"> <li>NUHS Fund Limited</li> <li>Precious Treasure Pte Ltd</li> </ul>
<b>Chng Weng Wah</b>	<ul style="list-style-type: none"> <li>AGV Group Limited</li> <li>LifeBrandz Ltd</li> </ul>	None	<ul style="list-style-type: none"> <li>Circle Globe Limited</li> <li>Disa Digital Safety Pte Ltd</li> <li>Disa Digital Safety (USA)</li> </ul>
<b>Lau Kay Heng</b>	<ul style="list-style-type: none"> <li>Cacola Furniture International Limited</li> <li>Premiere Eastern Energy Limited (Listed on ASX)</li> <li>iBosses Corporation Limited (Listed on ASX)</li> </ul>	<ul style="list-style-type: none"> <li>Regal International Group Ltd</li> <li>Kitchen Culture Holdings Limited</li> </ul>	<ul style="list-style-type: none"> <li>A3 International Investments Ltd</li> </ul>
<b>Lim Soon Hock</b>	None	<ul style="list-style-type: none"> <li>China Fishery Group Limited</li> <li>Heatec Jietong Holdings Ltd</li> </ul>	<ul style="list-style-type: none"> <li>Plan-B ICAG Pte Ltd</li> <li>REDA Industrial Materials (Holding) Ltd</li> <li>Tru-Marine Pte Ltd</li> <li>REDA Pte Ltd</li> <li>Archer (S) Pte Ltd</li> <li>Verita Healthcare Group Ltd</li> <li>Mundipharma Singapore Holding Pte Limited</li> <li>Raffles Girls' Secondary School</li> <li>Singapore Heart Foundation</li> <li>Centre for Fathering Ltd</li> <li>Singapore Eye Foundation</li> <li>Singapore Prison Service, Ministry of Home Affairs</li> <li>Home Detention Advisory Committee</li> <li>Honour Singapore</li> <li>National University of Singapore</li> <li>State Courts Singapore</li> <li>Singapore Mediation Centre</li> <li>Singapore International Mediation Institute</li> <li>International Mediation Institute</li> <li>Institution of Engineers (Singapore) Fund Ltd</li> </ul>
<b>Loh Eu Tse Derek</b>	<ul style="list-style-type: none"> <li>Metech International Limited</li> </ul>	<ul style="list-style-type: none"> <li>Adventus Holdings Limited</li> <li>Federal International (2000) Ltd</li> <li>K2 F&amp;B Holdings Limited (Listed on SEHK)</li> <li>Vibrant Group Limited</li> <li>Vietnam Enterprise Investments Limited (Listed on LSE)</li> </ul>	<ul style="list-style-type: none"> <li>TSMP Law Corporation</li> <li>St Joseph's Institution International Elementary School</li> <li>St Joseph's Institution International Ltd</li> <li>St Joseph's Institution Foundation</li> </ul>

# Group Key Executives

**WONG AH KIOW**

*Chief Financial Officer*

Ms. Wong joined Disa Digital Safety Pte. Ltd. (“**DDSPL**”) in August 2010 as financial controller and was appointed to the current position in April 2020. She is a Chartered Accountant of the Institute of Singapore Chartered Accountants. Her main responsibilities include finance, compliance and reporting functions of the Group. She has many years of working experience in the manufacturing industry, both local companies listed in Malaysia and multinational company listed in Singapore. Prior to this, she was an external auditor.

**HAN YANG KWANG**

*Chief Executive of Disa Digital Safety (Shenzhen) Limited*

Mr. Han has been engaged in the manufacturing industry for more than 15 years. Mr. Han is responsible for the overall operations of Disa Digital Safety (Shenzhen) Limited, managing the DiSa PoSA integration processes globally as well as overseeing the sales and marketing activities in USA. He started his career with Hewlett Packard and Texas Instruments. Mr. Han holds a Bachelor of Electrical and Electronics Engineering from National University of Singapore.

**NG KAY CHOONG**

*Senior Vice President of Global Solution of DDSPL*

Mr. Ng joined DDSPL in March 2017. He is responsible for the integration of the DiSa solution into retail products. He has over 20 years of factory experience with different major production organizations. He holds a Bachelor of Engineering from Nanyang Technological University, Singapore.

**JACOB GULBRANSEN**

*Account Director of Disa Digital Safety (USA)*

Mr. Gulbransen has over 16 years of retail sales and account management experience calling on major US retailers. Mr. Gulbransen is responsible for the onboarding of the product brand owners in the adoption of the Group’s technology into their products. He has extensive experience within the entertainment and electronics categories earning the “Supplier of the Year” award for electronics and the “People” award for putting the customer first.

# Corporate Information

## BOARD OF DIRECTORS

### Independent Non-Executive Chairman

- Toh Hock Ghim

### Independent Non-Executive Directors

- Lau Kay Heng
- Loh Eu Tse Derek

### Non-Independent and Non-Executive Director

- Lim Soon Hock

### Managing Director

- Chng Weng Wah (Chief Executive Officer)

## AUDIT AND RISKS

### MANAGEMENT COMMITTEE

- Lau Kay Heng (Chairman)
- Toh Hock Ghim
- Lim Soon Hock
- Loh Eu Tse Derek

### NOMINATING COMMITTEE

- Toh Hock Ghim (Chairman)
- Lau Kay Heng
- Lim Soon Hock
- Loh Eu Tse Derek

### REMUNERATION COMMITTEE

- Loh Eu Tse Derek (Chairman)
- Toh Hock Ghim
- Lau Kay Heng
- Lim Soon Hock

## DATE OF INCORPORATION

26 June 1975

## LISTING

Listed on 24 March 1992 on Catalist

## REGISTERED OFFICE

438A Alexandra Road  
#08-12 Alexandra Technopark  
Block A Lobby 3  
Singapore 119967

## COMPANY SECRETARY

- Noraini Binte Noor Mohamed Abdul Latiff

## AUDITORS

Baker Tilly TFW LLP  
600 North Bridge Road  
#05-01 Parkview Square  
Singapore 188778  
Tel : +65 6336 2828  
Fax : +65 6339 0438  
Partner-In-Charge: Guo Shuqi  
(a member of the Institute of Singapore Chartered Accountants)  
(Appointed with effect from financial year ended 30 June 2020)

## SHARE REGISTRAR

RHT Corporate Advisory Pte. Ltd.  
30 Cecil Street  
#19-08 Prudential Tower  
Singapore 049712  
Tel : +65 6812 1611  
Fax : +65 6812 1601

## PRINCIPAL LEGAL ADVISER

Bih Li & Lee, Singapore

## PRINCIPAL BANKERS

Bank of China Limited, Singapore Branch  
China Merchants Bank (Shenzhen), People's Republic of China  
First National Bank, USA  
The Development Bank of Singapore  
United Overseas Bank Limited, Singapore

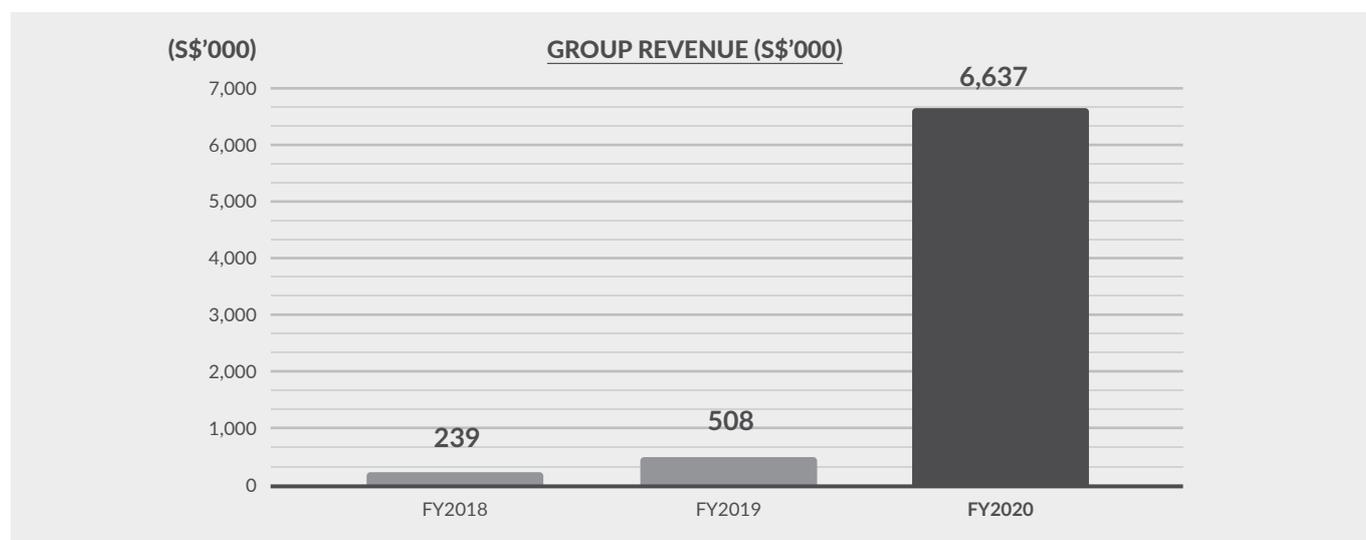
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# Operating And Financial Review

## REVENUE

The Group achieved a 12-fold increase in revenue from S\$508,000 in FY2019 to S\$6,637,000 in FY2020. The increase was mainly attributed from the increase in code sales and the sales of semiconductor devices. The code sales for FY2020 have increased by 62.5% as compared to FY2019 due to the increase in the number of customers adopting our 3S (Single-Scan-Serialization) solution.



## OTHER INCOME

Other income decreased by S\$436,000 or 57.6% from S\$757,000 in FY2019 to S\$321,000 in FY2020. The decrease was driven by the one-off reversal of provision for legal liabilities, long outstanding payables and overstated accruals of S\$306,000, gain of disposal of property, plant and equipment of S\$48,000 and lower interest income earned from fixed deposit, partially offset by the foreign exchange gain from the appreciation of USD against SGD and Job Support Scheme grant received from the government.

## COST AND EXPENSES

The increase in cost of goods and services rendered were in line with the increase in revenue. Excluding the losses arising from the disposal of subsidiaries, impairment losses and the write-off of goodwill of S\$8,157,000 and S\$9,186,000 in FY2020 and FY2019 respectively, the total other cost and expenses have decreased by S\$3,535,000 from S\$10,130,000 in FY2019 to S\$6,595,000 in FY2020, a decrease of 34.9%. The lower operating costs was mainly due to the lower amortisation costs for intangible assets, which the Group had written off in FY2019 and the reduction in payroll related costs as part of the cost control measures in light of COVID-19 pandemic situation.

The redeemable convertible bonds have been fully repaid during the previous financial year. Other than the deemed interest cost on lease liabilities arising from the adoption of SFRS(I) 16 in FY2020, the Group incurred S\$7,000 and S\$5,000 of interest expense on leases for FY2020 and FY2019 respectively.

# Operating And Financial Review

## LOSS AFTER TAX

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Due to the reasons stated above, the net loss attributable to equity holders of the Company in FY2020 was S\$13,776,000.

## FINANCIAL POSITION

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Total non-current assets of the Group increased by S\$415,000 or 40.7% from S\$1,020,000 as at 30 June 2019 to S\$1,435,000 as at 30 June 2020, attributed mainly from the investment in SCash Technologies Pte. Ltd. of S\$150,000 and the recognition of right-of-use assets and lease receivables on initial application of SFRS(I) 16 of S\$612,000 in FY2020, partially offset by the depreciation charges of S\$347,000 for FY2020.

The current assets of the Group decreased by S\$4,612,000 or 33.6% from S\$13,712,000 as at 30 June 2019 to S\$9,100,000 as at 30 June 2020, attributed mainly from the decrease in cash and bank balances and other current assets. The decrease was partially offset by additional working capital outlay for new businesses which resulted in an increase of S\$2,633,000 in inventories as well as trade and other receivables. Please refer to explanation in "Cash Flows" below.

Total liabilities of the Group decreased by S\$883,000 from S\$2,599,000 as at 30 June 2019 to S\$1,716,000 as at 30 June 2020. The decrease was arising mainly from the derecognition of liabilities upon disposal of subsidiaries, Equation Resources Pte. Ltd. and Equation Energy Pte. Ltd. during the financial year, partially offset by the lease liabilities arising from the adoption of SFRS(I) 16.

## CASH FLOWS

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The Group recorded a net cash used in operating activities of S\$6,198,000 in FY2020. The net operating cash outflow before working capital changes of S\$4,175,000 was mainly due to the loss for the financial year before adjusting for net working capital outflow of S\$2,023,000. The increase in the net working capital outflow was due to an increase in inventories of S\$1,307,000, trade and other receivables of S\$1,132,000 and other current assets of S\$160,000, as the Group entered into new businesses, offset by an increase in trade and other payables of S\$584,000.

Net cash used in investing activities of S\$300,000 was mainly arising from net cash outflow of S\$442,000 on disposal of subsidiaries, offset by the interest received from fixed deposits of S\$137,000 and the proceeds from the disposal of plant and equipment of S\$5,000.

Net cash used in financing activities for FY2020 amounted to S\$2,829,000, arising mainly from the increase in pledged fixed deposit of S\$2,304,000, interest expense on the finance and operating lease of S\$83,000 and the repayment of lease liabilities of S\$442,000.

Due to the reasons stated above, the Group recorded a net decrease in cash and cash equivalents of S\$9,327,000 in FY2020.

The Group ended FY2020 with a cash and bank balances of S\$6,010,000, including a pledged fixed deposit of S\$2,354,000.

# Operating And Financial Review

## OVERALL PERFORMANCE

Despite the challenging global business environment, the Group has managed to narrow its losses, excluding the one-off expenses, by 33.4% from S\$11.6 million in FY2018 to S\$7.7 million in FY2019 and a further 28.6% from S\$7.7 million in FY2019 to S\$5.5 million in FY2020.



# Corporate Governance Report

DISA Limited (“**DISA**” or the “**Company**”) is fully committed to maintaining high standards of corporate governance within the Company and its subsidiaries (collectively, the “**Group**”). The Board recognises the importance of good corporate governance and the offering of high standards of accountability to the shareholders.

This annual report describes the Company’s corporate governance processes and activities for the financial year ended 30 June 2020 (“**FY2020**”), with specific references made to the Principles and Provisions of the revised Code of Corporate Governance 2018 (the “**Code**”) and accompanying Practice Guidance issued on 6 August 2018. The Board confirms that for FY2020, the Company has adhered to the Principles and Provisions as set out in the Code, where applicable, and has specified and explained deviations from the Code, if any, in this annual report in accordance to Rule 710 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). This report should be read in totality, instead of being read separately under each Principle of the Code.

## PRINCIPLE 1: THE BOARD’S CONDUCT OF AFFAIRS

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

Provisions of the Code	DISA’s Corporate Governance Practices
<p>1.1 Directors are fiduciaries who act objectively in the best interests of the Company</p>	<p>The Board is accountable to the shareholders of the Company and oversees the overall management of the business and affairs of the Group, including providing leadership and supervision to the management (the “<b>Management</b>”) of the Group so as to protect and enhance long-term value and returns for its shareholders.</p> <p>Besides carrying out its statutory responsibilities, the Board’s principal responsibilities include:</p> <ol style="list-style-type: none"> <li>(1) guide the formulation of strategic directions, financial plans and major corporate policies;</li> <li>(2) monitor and review the Group’s financial and operating performance;</li> <li>(3) review Management performance;</li> <li>(4) oversee the adequacy and integrity of the Group’s internal controls, risk management, financial reporting and compliance;</li> <li>(5) identify principal risks of the Group’s business, ensuring that such risks are assessed and managed, including safeguarding of shareholders’ interests and the Company’s assets;</li> <li>(6) approve major investment and divestment proposals, material acquisitions and disposals of assets;</li> <li>(7) assume responsibilities for good corporate governance practices;</li> </ol>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
------------------------	---------------------------------------

- |  |                                                                                                                                                                                                                                      |
|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>(8) approve the release of the financial results and annual report of the Group to shareholders; and</p> <p>(9) consider sustainability issues such as environmental and social factors as part of its strategic formulation.</p> |
|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Each director (each a “**Director**” and collectively the “**Directors**”) is required to promptly disclose any conflicts or potential conflicts of interest, whether direct or indirect, in relation to a transaction contemplated by the Group. Where an actual or potential conflict of interest arises, the Director concerned does not participate in discussion, refrains from exercising any influence over other members of the Board and abstains from voting on resolutions regarding the relevant matter.

The Board exercises due diligence and independent judgement, and are obliged to act in good faith and objectively discharge their duties and responsibilities at all times as fiduciaries in the interest of the Company.

The Board instils an ethical corporate culture and sets the Company’s values and standards of doing business (including ethical standards and code of conduct) and ensures proper accountability within the Company.

1.2 Directors’ induction, training and development	The Chief Executive Officer (“ <b>CEO</b> ”) ensures that Board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognisant of the affairs of the Group.
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New Directors, upon appointment, are briefed on the Group’s structure, businesses, governance policies and regulatory issues. Newly appointed Directors will also be provided with a formal letter setting out their duties and obligations. In accordance with Rule 406(3)(a) of the Catalist Rules (which was revised to be consistent with the Code with effect from 1 January 2019), newly-appointed Directors who do not have prior experience as a director of a public listed company in Singapore will undergo mandatory training courses organised by the Singapore Institute of Directors on the roles and responsibilities of a director of a listed company, or other training institutions in areas such as management, accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties.

A formal letter of appointment was furnished to Mr. Thia Peng Heok George upon his appointment as Director on 1 November 2019, explaining among other matters, the roles, obligations, duties and responsibilities as a member of the Board. Mr. Thia Peng Heok George subsequently resigned from the Board on 5 December 2019.

# Corporate Governance Report

## Provisions of the Code

## DISA's Corporate Governance Practices

From time to time, the Company Secretary and the Company's auditors will advise the Directors or if necessary, conduct briefings to the Directors on the new accounting standards and corporate governance practices as well as updates on any changes in the Companies Act, Chapter 50, of Singapore (the "**Companies Act**") and the Catalist Rules. Directors may also request to visit the Group's operation facilities and meet with the Management in order to have a better understanding of the Group's business operations.

The Directors are fully aware of the requirements in respect of their duties and obligations as a director and how to discharge those duties and obligations.

The Company has available budget and will arrange for Directors to receive further relevant trainings in connection with their duties. Relevant courses include programmes conducted by the Singapore Institute of Directors or other training institutions. The CEO also updates the Board at each Board meeting on business and strategic developments relating to the industry that the Group operates in.

During FY2020, the Directors were provided with briefings and/or updates on: (i) the developments in financial reporting and governance standards by the external auditors of the Company, Baker Tilly TFW LLP; (ii) business and strategic developments of the Group by the Management during the Board and/or Board Committee meetings; and (iii) updates to the Catalist Rules by the Company's sponsor, SAC Capital Private Limited.

1.3 Matters requiring approval Board's Matters which are specifically reserved for decision by the Board include, amongst others, those involving material acquisitions and disposals of assets, corporate or financial restructuring and share issuance, dividends and other returns to shareholders.

The Board also meets physically or by way of tele-conference, video-conferencing or other electronic communication facilities to review and consider, amongst others, the following corporate matters:

- approval of quarterly and year-end results announcements;
- approval of the annual report and financial statements;
- convening of shareholders' meetings;
- material acquisition and disposal of assets;
- major corporate actions;

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
	<ul style="list-style-type: none"> <li>- major investments and funding decisions;</li> <li>- financial performance and key operational initiatives;</li> <li>- interested person transactions; and</li> <li>- overseeing the implementation of appropriate systems to manage the Group's business risk.</li> </ul>
<p>1.4 Board Committees</p>	<p>To facilitate effective management, certain functions have been delegated to various board committees, namely the Nominating Committee (“<b>NC</b>”), Remuneration Committee (“<b>RC</b>”) and Audit and Risks Management Committee (“<b>ARMC</b>”) (collectively the “<b>Board Committees</b>”), each of which has its own defined scope of duties and written terms of reference setting out the manner in which it is to operate and the functions for achieving its stated objectives. The Chairman of the respective Board Committees will report to the Board the outcome of the respective Board Committees’ meetings. Minutes of the Board Committee meetings are made available to all Board members. The key terms of reference and composition of each Board Committee can be found in this report.</p>
<p>1.5 Board Meetings and Attendance</p>	<p>All Directors are required to declare their board appointments. When a Director has multiple listed company board representations, the NC will consider whether the Director is able to adequately carry out his duties as a Director of the Company, taking into consideration the Director’s number of listed company board representations and other principal commitments. The NC has reviewed and is satisfied that notwithstanding their multiple board appointments, Mr. Toh Hock Ghim, Mr. Lau Kay Heng, Mr. Lim Soon Hock and Mr. Loh Eu Tse Derek who sit on multiple boards, have been able to devote sufficient time and attention to the affairs of the Company to adequately discharge their duties as Director of the Company.</p> <p>The Board conducts regular scheduled meetings. Additional or ad-hoc meetings are convened when circumstances require. The Company’s Constitution allows for a Board meeting to be conducted by way of tele-conference, video-conference or other electronic communication facilities through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.</p>

# Corporate Governance Report

## Provisions of the Code

## DISA's Corporate Governance Practices

At Board and Board Committee meetings, the Directors are free to discuss and openly challenge the views presented by the Management and the other Directors.

In lieu of physical meetings, written resolutions are also circularised for approval by members of the Board.

The frequency of meetings and attendance of each Director at every Board and Board Committee meeting, are disclosed below:

### ATTENDANCE AT BOARD AND BOARD COMMITTEE MEETINGS

Directors	Board		ARMC		NC		RC	
	No. of Meetings Held	Attendance	No. of Meetings Held	Attendance	No. of Meetings Held	Attendance	No. of Meetings Held	Attendance
	Toh Hock Ghim (Chairman)	4	4	4	4	1	1	1
Chng Weng Wah (Managing Director/ CEO)	4	4	NA	NA	NA	NA	NA	NA
Lau Kay Heng	4	4	4	4	1	1	1	1
Lim Soon Hock	4	3	4	3	1	1	1	1
Loh Eu Tse Derek	4	4	4	4	1	1	1	1
Kan Ah Chye*	4	0	4	0	1	0	1	0
Thia Peng Heok George**	4	1	4	1	1	0	1	0

\* Kan Ah Chye resigned on 31 October 2019.

\*\* Thia Peng Heok George was appointed on 1 November 2019 and resigned on 5 December 2019.

NA - Not Applicable

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
1.6 Access to information	<p>Board members are provided with adequate and timely information prior to Board and Board Committee meetings, and on an on-going basis.</p> <p>Board papers incorporating sufficient information from Management are forwarded to the Board members in advance of each Board meeting to enable each Board member sufficient time to prepare for the meetings. As a general rule, notices are sent to the Directors one week in advance of Board meetings, followed by Board papers, in order for the Directors to be adequately prepared for the meetings.</p> <p>Requests for information from the Board are dealt with promptly by the Management as needed for the Directors to make informed decisions. Board interaction with, and independent access to, the Management is encouraged.</p> <p>The Board is informed of all material events and transactions as and when they occur. The Board is provided with Management reports, and papers containing relevant background or explanatory information required to support the decision-making process on an on-going basis.</p> <p>Proposals to the Board for decision or mandate sought by Management are in the form of memorandums or Board papers that give the facts, analysis, resources needed, expected outcome, conclusions and recommendations. However, sensitive matters may be tabled at the meeting itself or discussed without papers being distributed.</p>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
1.7 Access to Management, Company Secretary and external advisers	<p>The Directors have separate and independent access to the Management, the Company Secretary, the Company's sponsor, external and internal auditors, and other external advisers (where necessary).</p> <p>Management provides the Executive Director with a monthly financial report. Monthly meetings are conducted involving the Management and the respective business unit heads. Additional or ad-hoc meetings are conducted, when required.</p> <p>Management make presentations to the Board on a quarterly basis on the financial performance of the Group, or as the Board may require from time to time to enable the Board to make a balanced and informed assessment of the Company's performance, position and prospects.</p> <p>The Company Secretary administers and prepares minutes of Board Committees' meetings and Board meetings attended. Such minutes of meetings are circulated to the Board. The Company Secretary also assists the Board to ensure that Board procedures are followed and that applicable rules and regulations (in particular the Code, the Companies Act and the Catalist Rules) are complied with. The agenda for Board and Board Committee meetings are prepared in consultation with the Chairman, the Chairman of the respective committees, and the CEO to ensure good information flow within the Board and Board Committees, as well as between the Management and the Non-Executive Directors. The Company Secretary advises the Board on all governance matters and attends all Board and Board Committee meetings.</p> <p>The Board, as a whole, is involved in the appointment and removal of the Company Secretary.</p> <p>The Directors, whether as a group or individually, may seek or obtain legal and other independent professional advice, concerning any aspect of the Group's operations or undertakings in order to fulfil their roles and responsibilities as directors. Any cost of obtaining such professional advice will be borne by the Company.</p>

# Corporate Governance Report

## PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

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

Provisions of the Code	DISA's Corporate Governance Practices
<p>2.1 Directors independence</p>	<p>The independence of each Director is reviewed annually by the NC. Each Independent Director is required to complete a checklist annually to confirm his independence based on the Provision 2.1 as set out in the Code and the relevant Catalist Rules.</p> <p>The NC adopts the definition of what constitutes an Independent Director from the Code and the Catalist Rules in its review. The Board, after taking into account the views of the NC, is of the view that the Independent Directors are independent in character and judgement and there are no relationships or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement with a view to the best interests of the Company.</p> <p>Under Rules 406(3)(d)(i) and 406(3)(d)(ii) of the Catalist Rules, it stipulates that a Director will not be considered as independent if he is employed by the issuer or any of its related corporations for the current or any of the past three (3) financial years; or if he has an immediate family member who is employed or has been employed by the issuer or any of its related corporation for the past three (3) financial years, and whose remuneration is determined by the remuneration committee of the issuer. In this regard, the Independent Directors have confirmed that they and their respective associates do not have any employment relationships with the Company or any of its related corporations for the current or any of the past three (3) financial years.</p> <p>The independence of any Director who has served on the Board beyond nine (9) years from the date of his first appointment will be subject to more rigorous review, taking into account the need for progressive refreshing of the Board. Currently, the Chairman of the Board, Mr. Toh Hock Ghim ("<b>Mr. Toh</b>"), has served on the Board for more than twelve (12) years from the date of his first appointment (11 January 2008).</p> <p>In addition, Mr. Lau Kay Heng ("<b>Mr. Lau</b>") has served on the Board for nine (9) years on 31 August 2020 from the date of his first appointment (1 September 2011).</p>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
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In accordance with Provision 2.1 of the Code, Mr. Toh and Mr. Lau have to be subjected to a rigorous review of their independence. Accordingly, the NC, in consultation with the Board, had reviewed rigorously and considered the independence of Mr. Toh and Mr. Lau and is of the view that both Mr. Toh and Mr. Lau remain independent in character and judgement. In arriving at its conclusion, the NC and the Board took into consideration each participation in and recommendations to the Board and the Board Committees during meetings and discussion. The Board noted that both Mr. Toh and Mr. Lau had provided impartial advice and insights, and exercised independence and objectivity at all times. The Board is also of the opinion that Mr. Toh and Mr. Lau continue to exercise independence and is effective in their oversight role as a check and balance on the acts of the Executive Director and Management of the Company. Both Mr. Toh and Mr. Lau had abstained from the Board's and NC's review on their independence status.

2.2 Independent directors make up a majority of the Board	As at the date of this annual report, the Board has five (5) Directors, which comprises one (1) Executive Director, three (3) Independent and Non-Executive Directors and one (1) Non-Independent and Non-Executive Director. As a cornerstone to achieving high standards of corporate governance, there is a strong and independent element on the Board, with Independent Directors making up three (3) out of five (5) members of the Board, including the Chairman of the Board. The composition of the Board complies with the Provisions of the Code that Independent Directors and Non-Executive Directors make up the majority of the Board. This enables the Board to exercise independent judgement on corporate affairs and provide Management with a diverse and objective perspective on issues and no individual or small group of individuals dominates the Board's decision-making process. The Non-Executive Directors can constructively challenge and help develop proposals and strategy and review Management's performance and monitor the reporting of performance. The composition of the Company's Board and Board Committees is set out below:
2.3 Non-executive directors make up a majority of the Board	

**Board Committees  
As Chairman or Member**

Directors	Board Appointments			
	<ul style="list-style-type: none"> <li>● Executive or Non-Executive Director</li> <li>● Independent or Non-Independent Director</li> </ul>	ARMC	NC	RC
Toh Hock Ghim (Chairman)	Non-Executive/ Independent	Member	Chairman	Member
Chng Weng Wah (Managing Director/ CEO)	Executive/ Non-Independent	-	-	-
Lau Kay Heng	Non-Executive/ Independent	Chairman	Member	Member
Lim Soon Hock	Non-Executive/ Non-Independent	Member	Member	Member
Loh Eu Tse Derek	Non-Executive/ Independent	Member	Member	Chairman

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
2.4 Board composition	<p>The Board comprises respected individuals from different backgrounds and who as a group provides core competencies, such as business management experience, industry knowledge, financial and strategic planning experience and customer-based knowledge that are extensive and critical to meet the Group's objectives. Together, the Directors bring a wide and diverse range of business, finance and management experience that will provide effective governance and stewardship for the Group. Please refer to the "Board of Directors" section of this annual report for the Directors' profile.</p> <p>The size and composition of the Board are reviewed from time to time by the NC to ensure that the size of the Board is conducive for effective discussion and decision-making and that the Board has an appropriate balance of Independent Directors. The Board is of the view that the current Board size and composition is appropriate, taking into account the scope and nature of the Group's operations.</p> <p>The Company believes that diversity is an important attribute of a well-functioning and effective Board. While its currently does not have a formal Board Diversity Policy, the Company has embraced diversity on the Board and Board Committees and as evidenced by the diversity of its members who hail from different professional and business backgrounds, as well as age and length of service on the Board and recognises the benefits of having an effective and diverse Board, and views diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and sustainable development. In reviewing the Board composition and succession planning, the NC will consider the benefits of all aspects of diversity, including functional and domain skills, knowledge, experience, cultural and educational background, gender, age, tenure and other relevant aspects of diversity of perspectives appropriate to its business, so as to avoid groupthink, foster constructive debate, and enable the Board to make decisions in the best interests of the Company. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments will be based on merit, in the context of the skills, knowledge, experience and independence which the Board as a whole requires to be effective, having due regard for the benefits of diversity on the Board.</p>
2.5 Meetings of Non-Executive Directors without the presence of Management	<p>Where warranted, the Non-Executive Directors meet without the presence of Management or Executive Director(s) to review any matter that may be raised privately. During the year, the Non-Executive Directors communicated among themselves and met without the presence of the Management as and when warranted. The Non-Executive Directors subsequently provides material feedback received to the Board.</p>

# Corporate Governance Report

## PRINCIPLE 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

Provisions of the Code	DISA's Corporate Governance Practices
3.1 Separation of the roles of the Chairman and the CEO	The Chairman and CEO are separate persons. Their responsibilities are clearly defined and separated to ensure a balance of power and authority within the Company.
3.2 Division of responsibilities between the Chairman and CEO	<p>The Chairman of the Board, Mr. Toh is an Independent Non-Executive Director. As Chairman of the Board, Mr. Toh is responsible for leading the Board and facilitating its effectiveness and his duties include promoting high standards of corporate governance.</p> <p>As part of his duties, the Chairman also ensures that Board meetings are held when necessary and sets the Board meeting agenda in consultation with the CEO, acting as facilitator at Board meetings and maintaining regular dialogue with the Management on all operational matters. In addition, the Chairman ensures that Board members are provided with complete, adequate and timely information, facilitates the effective contribution of Non-Executive Directors, ensures there is effective communication with shareholders and promotes high standards of corporate governance.</p> <p>The CEO, Mr. Chng Weng Wah, has full executive responsibilities of the overall business and operational decisions of the Company.</p>
3.3 Lead Independent Director	There is no lead independent director appointed as the Chairman is not conflicted.

# Corporate Governance Report

## PRINCIPLE 4: BOARD MEMBERSHIP

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Provisions of the Code	DISA's Corporate Governance Practices
4.1 Role of the NC 4.2 Composition of NC	<p>The NC comprises three (3) Independent Non-Executive Directors and one (1) Non-Independent and Non-Executive Director. Accordingly, majority of the NC, including the Chairman of the NC, is independent. The composition of the NC is set out under Provisions 2.2 and 2.3 of this report.</p> <p>The responsibilities of the NC are described in its written terms of reference. The NC's principal responsibilities include the following:</p> <ol style="list-style-type: none"> <li>(1) make recommendations to the Board on all Board appointments;</li> <li>(2) propose to re-nominate existing Directors, having regard to the Directors' contribution and performance (e.g. attendance, preparedness, participation and candour) including, if applicable, as an Independent Director;</li> <li>(3) assess annually whether or not a Director is independent;</li> <li>(4) assess whether or not a Director is able to and has been adequately carrying out his duties as a Director;</li> <li>(5) propose an objective performance criteria to evaluate the Board's performance, subject to the approval of the Board;</li> <li>(6) review training and professional development programs for the Board; and</li> <li>(7) assess the effectiveness of the Board as a whole and the contribution by each individual Director to the effectiveness of the Board, and to decide how the Board may be evaluated.</li> </ol>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
<p>4.3 Board renewal and succession planning</p>	<p>The search and nomination process for new Directors, if any, will be through search companies, contacts and recommendations to cast its net as wide as possible for the right candidate. In identifying and evaluating nominees for appointment as Directors, the NC assesses the candidates based on their background, qualification, work experience and integrity. In the case of candidates for Independent Directors, the NC will also consider the independence of such candidates. The NC reports the results of such assessments and makes recommendations to the Board for the Board to decide on the appointment.</p> <p>The NC assesses and recommends re-appointments of Directors to the Board. Each member of the NC shall abstain from recommending his own re-election.</p> <p>In accordance with Regulations 92 and 93 of the Company's Constitution, all Directors shall retire from office once at least in each 3 years by rotation and all newly appointed directors will have to retire at the next Annual General Meeting ("AGM") following their appointments. The retiring directors are eligible to offer themselves for re-election.</p> <p>Pursuant to Regulation 92 of the Company's Constitution, the NC has recommended two (2) Directors, namely Mr. Lim Soon Hock and Mr. Loh Eu Tse Derek be nominated for re-election at the forthcoming AGM of the Company (the "Nominations").</p> <p>Upon re-appointment as a Director of the Company in the forthcoming AGM, Mr. Lim Soon Hock will remain as a Non-Executive and Non-Independent Director and remain as a member of the ARMC, RC and NC. Upon re-appointment as a Director of the Company at the forthcoming AGM, Mr. Loh Eu Tse Derek will remain as a Non-Executive and Independent Director, the Chairman of the RC and a member of ARMC and NC.</p> <p>In considering the Nominations, the NC took into account the contribution of the Directors with reference to their attendance and participation at Board and other Board Committee meetings as well as the proficiency with which they have discharged their responsibilities. In addition, the NC has also considered their independence and is of the view that they are independent in character and judgement. The key information for each Director is disclosed in their profile as set out in the "Board of Directors" section of this annual report. In addition, pursuant to Rule 720(5) of the Catalist Rules, the additional information as set out in Appendix 7F of the Catalist Rules relating to the retiring Directors who are submitting themselves for re-election is disclosed in the "Additional Information on Directors Seeking Re-election" section of this annual report.</p>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
4.4 Circumstances affecting Director's independence	<p>The NC has reviewed the independence of each Director for FY2020 in accordance with the Code and Catalist Rules definition of independence and is satisfied that the majority of the Board comprised of Independent Directors. The NC carries out the review of independence of each Director on an annual basis.</p> <p>The key information in respect of the Directors' academic and professional qualifications, date of first appointment as a Director, date of last re-appointment as a Director, present directorships or chairmanship and those held over the preceding five (5) years in other listed companies and other principal commitments are set out in the "Board of Directors" section of this annual report. In addition, information on shareholdings in the Company held by each Director is set out in the Directors' Statement in the "Financial Statements" section of this annual report.</p> <p>In respect of the Nominations, there are no relationships, including family relationships, between the retiring Directors and the other Directors of the Company, the Company or its 5% shareholders.</p>
4.5 Multiple listed company directorships and other principal commitments	<p>Notwithstanding that some of the Directors have multiple listed company board representations, the NC is satisfied that each Director is able to and has been adequately carrying out his duties as Director of the Company. The Board is of the view that it may not be necessary at this juncture to set a maximum number of listed company board representations which any Director may hold as the contribution of each Director would depend on their individual circumstances.</p> <p>The Board will take into consideration the same criteria for selection of Directors such as his qualifications, competencies and independence. Currently, there is no alternate Director on the Board.</p>

# Corporate Governance Report

## PRINCIPLE 5: BOARD PERFORMANCE

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of its board committees and individual directors.

Provisions of the Code	DISA's Corporate Governance Practices
5.1 and 5.2 Assessment of effectiveness of the Board and Board Committees and assessing the contribution by individual director	<p>The NC has established review processes to assess the performance and effectiveness of the Board as a whole and its Board Committees and the assessment of the contribution by the Chairman and each individual Director to the effectiveness of the Board.</p> <p>The NC will evaluate the Board's performance on a collective basis by means of a questionnaire that deals with matters on Board composition, information to the Board, Board procedures, Board and CEO/top Management accountability and the standards of conduct. The objective of the performance evaluation exercise is to uncover strengths and challenges so that the Board is in a better position to provide the required expertise and oversight.</p> <p>The NC has conducted a formal assessment of the effectiveness of the individual Board members, the Board Committees and the Board on a collective basis for FY2020 by means of questionnaires. During the financial year, all Directors were requested to complete questionnaires to assess the overall effectiveness of the individual Board members, including the Chairman, the Board and the Board Committees. Factors evaluated include, among other matters, Board structure, meetings and accountability, access to information, risk management and internal control, Management performance, succession planning, remuneration and communication with shareholders. The results of the questionnaires are first reviewed by the NC, and then tabled as an agenda for Board's discussion to determine areas for improvement and enhancement.</p> <p>After the NC's review of the contribution by each Director to the effectiveness of the Board as a whole and its Board Committees for FY2020, the NC is satisfied with the effectiveness of the Board as a whole and the Board Committees, as well as the contribution by each Director to the effectiveness of the Board. The NC is of the view that the Board, as a group, also possesses the necessary core competencies to direct the Company and Management to perform efficiently and effectively.</p>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
	<p>The NC, on an annual basis and in considering the re-appointment of any Director, will evaluate the performance of the Director. The assessment of each Director's performance is undertaken by the Chairman of the NC. The criteria for assessment include but not limited to attendance record at meetings of the Board and Board committees, intensity of participation at meetings and the quality of contributions. The NC, in concurrence with the Chairman of the Board, is satisfied that each Director is contributing to overall effectiveness of the Board.</p> <p>There is no external facilitator engaged for the Board's assessment process for FY2020.</p>

## PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Provisions of the Code	DISA's Corporate Governance Practices
<p>6.1 RC to recommend remuneration framework and packages</p> <p>6.2 Composition of RC</p>	<p>The RC comprises four (4) members, all of whom are Non-Executive Directors, majority of whom, including the Chairman of the RC, are Independent Directors. The composition of the RC is set out under Provisions 2.2 and 2.3 of this report.</p> <p>The RC is regulated by its terms of reference. The duties of the RC include the following:</p> <ol style="list-style-type: none"> <li>(1) recommending to the Board a framework of remuneration for the Board, key management personnel of the Group and those employees related to the Directors and substantial shareholders of the Group, covering all aspects of remuneration such as Directors' fees, salaries, allowances, bonuses, options and benefits in kind;</li> </ol>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
	<ul style="list-style-type: none"> <li>(2) reviewing annually the remuneration, bonuses, pay increase and/or promotions of employees who are related to the Directors or substantial shareholders of the Company to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities;</li> <li>(3) reviewing the Company's obligations arising in the event of termination of service contracts entered into between the Group and its Executive Director(s) or Executive Officers, as the case may be, to ensure that the service contracts contain fair and reasonable termination clauses which are not overly onerous to the Group;</li> <li>(4) if necessary, seeking expert advice within and/or outside the Company on remuneration matters, ensuring that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants;</li> <li>(5) reviewing annually the remuneration package in order to maintain their attractiveness to retain and motivate the Directors and Executive Officers and to align the interests of the Directors and Executive Officers with the long-term interests of the Company; and</li> <li>(6) overseeing the administration of the DISA Employee Share Option Scheme ("DISA ESOS") and the DISA Performance Shares Scheme ("DISA PS Scheme") (refer to Provisions 7.1 and 7.3 of this report for further details of both schemes) or any other similar share plans as may be implemented by the Company from time to time and decide on the allocations and grants of such options or shares to eligible participants.</li> </ul>
<p>6.3 RC to consider and ensure all aspects of remuneration are fair</p>	<p>The Company sets remuneration packages to ensure it is competitive and sufficient to attract, retain and motivate Directors and key management personnel of the required experience and expertise to run the Group successfully.</p> <p>The RC recommends for Board's endorsement, a framework of remuneration which covers all aspects of remuneration, including but not limited to Directors' fees (where applicable), salaries, allowances, bonuses, share options, and benefits in kind and specific remuneration packages for each Director and key executive.</p> <p>The RC's recommendations will be submitted for endorsement by the Board. No Director is involved in deciding his own remuneration, compensation or any form of benefit to be granted to himself, his associates or employees who are related to him.</p> <p>The RC will also review the Company's obligations arising in the event of termination of the Executive Director's and key management personnels' contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses, which are not overly generous.</p>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
6.4 Expert advice on remuneration	Where necessary, the RC shall seek expert advice inside and/or outside the Company on remuneration of all directors. The RC shall ensure that any relationship between the appointed consultant and any of its Director or the Company will not affect the independence and objectivity of the remuneration consultant. There was no remuneration consultant engaged for FY2020.

## PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION

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

Provisions of the Code	DISA's Corporate Governance practices
7.1 and 7.3 Remuneration of Executive Directors and key management personnel are appropriately structured to link rewards to performance.	<p>In determining the level of remuneration, the RC shall:</p> <ul style="list-style-type: none"> <li>• give due consideration to the Code's Principles and Provisions notes on the level and mix of remuneration so as to ensure that the level of remuneration is appropriate to attract, retain and motivate directors needed to run the Company successfully, taking into account the risk policies of the Company and be symmetric with risks outcomes and be sensitive to the time horizon of risks;</li> <li>• ensure that a proportion of the remuneration is linked to corporate and individual's performance; and</li> <li>• design remuneration packages in such manner to align the interests of the Executive Director(s) and key management personnel with those of shareholders.</li> </ul> <p>Annual review is carried out by the RC to ensure that the remuneration of the Executive Director and key management personnel is commensurate with the Company's and their performance, giving due regard to the financial and commercial health and business needs of the Group. The performance of the CEO is reviewed periodically by the RC and the Board.</p> <p>The Company's remuneration system is flexible and responsive to the market and the performance of the Company and the individual Executive Director or key management personnel. The total remuneration mix comprises annual fixed cash and annual performance incentive. The annual fixed cash component comprises the annual basic salary plus any other fixed allowances. The annual performance incentive is tied to the performance of the Company and the individual Executive Director or key management personnel. Taking into consideration the nature of the Company's business activities, certain performance measurements include key financial targets and operational efficiency indicators.</p>

# Corporate Governance Report

## Provisions of the Code

## DISA's Corporate Governance practices

The Company does not have contractual provisions to allow the reclaim of incentive components of remuneration from Executive Directors and key management personnel. In exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company and the Group, the Company believes that there are alternative legal avenues that will enable the Company to recover financial losses arising from such exceptional events from the Executive Director and key management personnel. The RC, together with the Board, will monitor and re-assess at the appropriate juncture again on whether such contractual provisions are necessary.

The Company has a share option scheme, DISA ESOS, which serves as a long-term incentive scheme for the Directors and employees of the Company.

DISA ESOS (the "ESOS 2010") was approved and adopted by the shareholders of the Company at an Extraordinary General Meeting ("EGM") held on 28 October 2010 ("Date of Adoption"). The ESOS 2010 shall continue to be in force at the discretion of the Company subject to a maximum period of ten (10) years commencing from the Date of Adoption till 27 October 2020. Controlling shareholders of the Company or associates of controlling shareholders shall not participate in the ESOS 2010, unless it has been approved by the independent shareholders in general meeting in separate resolutions for each such person and, in respect of each such person, in separate resolutions for each (i) his participation and (ii) the actual number of shares and terms of any option to be granted to him. The ESOS 2010 will not be renewed upon its expiry date on 28 October 2020.

During FY2020, the Company granted an aggregate of 756,000,000 share options pursuant to the ESOS 2010. The ESOS 2010 is administered by a committee comprising Mr. Lau Kay Heng (Chairman), Mr. Chng Weng Wah and Mr. Toh Hock Ghim. However, no member of the committee shall be involved in any deliberation in respect of options to be granted to him.

The Company also has a performance shares scheme, DISA PS Scheme, which serves to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to improve their performance. Shareholders have approved the renewal of DISA PS Scheme on 26 October 2018. Controlling shareholders of the Company and their associates are eligible to participate in the DISA PS Scheme.

No awards were granted under the DISA PS Scheme during FY2020. The DISA PS Scheme is administered by a committee comprising Mr. Toh Hock Ghim (Chairman), Mr. Chng Weng Wah and Mr. Lau Kay Heng.

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
7.2 Remuneration for Non-Executive Directors dependent on contribution, effort, time spent and responsibilities	The Non-Executive Directors do not have any service contracts. Each of them is paid a basic fee, determined by the Board based on their level of contribution and scope of responsibilities. The Chairman of the Board also receives a minimal fee for chairing the Board meetings. These fees are subject to approval by shareholders as a lump sum payment at the AGM of the Company. The Board, together with the NC, ensures that the Independent Non-Executive Directors are not compensated to the extent that their independence is compromised.

## PRINCIPLE 8: DISCLOSURE ON REMUNERATION

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

Provisions of the Code	DISA's Corporate Governance Practices
8.1 and 8.3 Remuneration disclosure of Directors and key management personnel as well as the details of employee share option schemes	<u>Directors' Remuneration</u> There are both fixed and variable components to the Executive Director's remuneration. The variable components are tied to the Group's performance.
8.2 Remuneration disclosures of related employees	Given the highly competitive conditions of the Company's industry and that the total Directors' fees payable to Directors are subject to shareholders approval, the Company believes that the full disclosure of each Director's remuneration as recommended by the Code may not be in the best interest of the Company. A breakdown showing the level and percentage mix of each individual Director's remuneration paid/payable for FY2020 are as follows:

	Remuneration Band \$	Salary or Fees %	Performance Related		Total Remuneration %
			Income/Bonuses %	Other Benefits* %	
<b>Executive Director</b>					
Chng Weng Wah	Between 1,250,000 and 1,500,000	81	-	19	100
<b>Non-Executive Directors</b>					
Toh Hock Ghim	<250,000	77	-	23	100
Lau Kay Heng	<250,000	72	-	28	100
Lim Soon Hock	<250,000	67	-	33	100
Loh Eu Tse Derek	<250,000	67	-	33	100
Kan Ah Chye**	-	-	-	-	-
Thia Peng Heok George***	-	-	-	-	-

\* Other Benefits include Company's contribution to provident fund, allowances for transport, insurance and share options.

\*\* Kan Ah Chye resigned on 31 October 2019.

\*\*\* Thia Peng Heok George was appointed on 1 November 2019 and resigned on 5 December 2019.

# Corporate Governance Report

## Provisions of the Code

## DISA's Corporate Governance Practices

### Top 5 Key Management Personnel's Remuneration

For FY2020, the Group has five (5) key management personnel. The remuneration of the five (5) key management personnel (who are not Directors or the CEO of the Company) are set out below in bands of \$250,000. The aggregate remuneration of the five (5) key management personnel for FY2020 is \$1,555,769, which includes the grant of share options of the Company. Given the highly competitive conditions of the Company's industry, the Company believes that the full disclosure and breakdown of each key management personnel's remuneration as recommended by the Code may not be in the best interest of the Company. The names of the key management personnel are not disclosed to maintain the confidentiality of the remuneration packages of these key executives.

<u>Remuneration Bands \$</u>	<u>No. of Executives</u>
< 250,000	2
Between 250,000 and 500,000	3

Other than the compensation made for the loss of office to a key management personnel, no other termination, retirement and post-employment benefits was granted to our Directors, CEO and the remaining four (4) key management personnel of the Group during FY2020.

Mr. Chng Weng Huat, is the sibling of the CEO, Mr. Chng Weng Wah. Mr. Chng Weng Huat is employed by the Group as a Solutions Director of the Company with effect from 1 May 2017, and received remuneration in that respective capacity.

A breakdown showing the percentage mix of Mr. Chng Weng Huat's remuneration paid/payable for FY2020 are as follows:

<b>Remuneration Band</b>	<b>Salary</b>	<b>Bonuses</b>	<b>Other Benefits*</b>	<b>Total Remuneration</b>
<b>\$</b>	<b>%</b>	<b>%</b>	<b>%</b>	<b>%</b>
Between 150,000 and 200,000	70	-	30	100

\* Other Benefits include Company's contribution to provident fund and allowances for transport.

Details of DISA ESOS and DISA PS Scheme are set out under Provisions 7.1 and 7.3 of this report, as well as the Directors' Statement in the "Financial Statements" section of this annual report.

# Corporate Governance Report

## PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

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

PROVISIONS OF THE CODE	DISA'S CORPORATE GOVERNANCE PRACTICES
9.1 Board determines the nature and extent of risks	<p>The Board oversees Management in the area of risk management and internal control system. The Board regularly reviews and improves the Company's business and operational activities to identify areas of significant risks as well as take appropriate measures to control and mitigate these risks.</p> <p>Management highlights and discusses (if any) salient risk management matters to the Board on a quarterly basis. The Company's risk management framework and internal control system covers financial, operational, compliance and information technology risks and internal controls. The Board reviews the adequacy and effectiveness of the Company's risk management framework and internal control system annually. For FY2020, the internal audit of the Group was outsourced to a third-party professional firm. The ARMC evaluates the findings of the external and internal auditors on the Group's internal controls annually.</p> <p>Although the Board acknowledges that it is responsible for the overall internal control framework, it also recognises that no cost-effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.</p> <p>Based on the internal control policies and procedures established and maintained by the Group, and the continuous effort at enhancing such controls and procedures, and the regular audits, monitoring and reviews performed by the internal and external auditors, the Board, with the concurrence of the ARMC, is of the opinion that the Group has a robust and effective internal control system addressing financial, operational, compliance and information technology controls and risk management systems that is adequate and effective to meet the needs of the Group in its current business environment.</p>
9.2 Assurance from CEO, CFO and other key management personnel	

# Corporate Governance Report

PROVISIONS OF THE CODE	DISA'S CORPORATE GOVERNANCE PRACTICES
	<p>The Board has also received assurance from the CEO and CFO:</p> <p>(a) that the financial records have been properly maintained and the financial statements for the financial year ended 30 June 2020 give a true and fair view of the Company's operations and finances; and</p> <p>(b) the Company's risk management and internal control systems including financial, operational, compliance and information technology controls, and risk management systems are adequate and effective.</p> <p>The ARMC of the Company has been assisting the Board in carrying out, among other things, its responsibility of overseeing the Group's risk management framework and policies.</p>

## PRINCIPLE 10: AUDIT AND RISKS MANAGEMENT COMMITTEE

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

Provisions of the Code	DISA's Corporate Governance Practices
<p>10.1 Duties of AC</p> <p>10.2 Composition of AC</p>	<p>The ARMC comprises four (4) members, all of whom are Non-Executive Directors, majority of whom, including the Chairman of the ARMC, are Independent Directors. The composition of the ARMC is set out under Provisions 2.2 and 2.3 of this report. The profiles of the ARMC members are set out in the "Board of Directors" section of this annual report.</p> <p>The Board considers the members of the ARMC to be qualified to discharge the responsibilities of the ARMC as four (4) members of the ARMC, including the Chairman of the ARMC, have accounting or related financial management expertise or experience.</p> <p>The ARMC is authorised by the Board to investigate into any activity within its terms of reference. It has unrestricted access to information relating to the Group, to both internal and external auditors and has full discretion to invite any Director or Executive Officer to attend its meetings. The ARMC has expressed power to commission investigations into any matters, which has or is likely to have material impact on the Group's operating results and/or financial position. The ARMC has adequate resources to enable it to discharge its responsibilities properly.</p>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
	<p>The ARMC is regulated by its terms of reference and meets at least four (4) times a year and as warranted by circumstances, to perform the following functions:</p> <ol style="list-style-type: none"> <li>(1) review significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;</li> <li>(2) review of the external auditors' audit plan, audit report and their evaluation of the Group's systems of internal accounting controls;</li> <li>(3) review the scope and results of the external audit and its cost effectiveness;</li> <li>(4) review the co-operation given by the Management to the external auditors;</li> <li>(5) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any law, rules or regulations, which has or is likely to have a material impact on the Company or the Group's results or financial position;</li> <li>(6) review the Group's financial results, external auditors' reports and the results announcements before submission to the Board for approval;</li> <li>(7) make recommendations and nominate external auditors for appointment and re-appointment and review their independence and objectivity;</li> <li>(8) approve the appointment, remuneration and terms of engagement of the external auditors and internal auditors;</li> <li>(9) review interested person transactions, if any, and potential conflict of interests;</li> <li>(10) review the adequacy of the Group's material internal controls (including financial, operational, compliance and information technology controls) and risk management policies as well as the effectiveness of the Group's internal audit function;</li> <li>(11) review the scope and results of the internal audit procedures;</li> <li>(12) review arrangements by which staff of the Group may, in confidence raise concerns about possible improprieties in matters of financial reporting or other matters, so as to ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow up action; and</li> </ol>

# Corporate Governance Report

## Provisions of the Code

## DISA's Corporate Governance Practices

(13) assist the Board in ensuring that the Management maintains a sound system of risk management and internal controls to safeguard shareholders' interest and the Company's assets, and to determine the nature and extend of significant risk which the Board is willing to take in achieving its strategic objectives.

Minutes of the ARMC meetings are regularly submitted to the Board for its information and review.

During the financial year under review, the fees paid to the external auditor of the Company and its member firms amounted to \$70,000. No non-audit service fee was paid to the external auditor of Company.

The ARMC has conducted a review and noted that there are no non-audit services provided by the external auditor of the Company and its member firms during FY2020 and is satisfied with the independence and objectivity of the external auditor of the Company. The ARMC constantly bears in mind the need to maintain a balance between the independence and objectivity of the external auditor of the Company and the work carried out by the external auditor of the Company based on value-for-money considerations. The external auditor of the Company has unrestricted access to the ARMC.

In addition, the ARMC has reviewed the adequacy of the resources, experience of the external auditor of the Company and of the audit engagement partner assigned to the audit. The ARMC is satisfied that the external auditors are able to meet their audit obligations. Accordingly, the Company has complied with Rule 712 of the Catalist Rules.

Both the ARMC and the Board have noted that there is no appointment of different auditing firms for its subsidiaries. Accordingly, the Company has complied with Rule 715 of the Catalist Rules.

The ARMC had recommended and the Board had approved the nomination to re-appoint Messrs Baker Tilly TFW LLP as the Company's external auditor for the next financial year ending 30 June 2021.

The Group has in place, a whistle-blowing policy where employees of the Group and the public can raise, in confidence, concerns about possible improprieties. Such a policy serves to encourage and provide a channel for staff to report in good faith and without fear of reprisals, concerns about possible improprieties in financial reporting or other matters to any member of the ARMC.

# Corporate Governance Report

## Provisions of the Code

## DISA's Corporate Governance Practices

Details of the whistle-blowing policies and arrangements have been made available to all employees. Members of the public can also refer to the Company's website at <http://disa.sg/investors.html> for whistle-blowing arrangements. During the financial year under review, there was no report of any whistle-blowing incidents being made to the ARMC.

In FY2020, the ARMC has reviewed, with the Management and the external auditor, the results of the Group before submitting them to the Board for its approval and announcement of the financial results. The ARMC also reviewed and monitored the Group's financial condition, internal and external audit reports, exposure to risks and the effectiveness of the Group's system of accounting and internal controls.

The ARMC also monitors proposed changes in accounting policies, reviews the internal audit functions and discusses accounting implications of major transactions including significant financial reporting issues.

In its review of the financial statements for FY2020, the ARMC is of the view that the financial statements are fairly presented in conformity with the relevant Singapore Financial Reporting Standards (International) ("SFRS(I)") in all material aspects. In the review of the financial statements for FY2020, the ARMC had discussed with Management and the external auditors on significant issues and assumptions that impact the financial statements. In line with the recommendations by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and SGX-ST, the ARMC helped to improve transparency and enhance the quality of corporate reporting by providing a commentary on Key Audit Matters ("KAM"). The ARMC reviewed the KAM and concurred and agreed with the external auditor and Management on their assessment, judgements and estimates on the significant matter reported by the external auditor.

Upon request by any ARMC member, the Company will sponsor him for any relevant regulatory update courses. The ARMC members also receive and discuss any accounting standards update from its external auditors, whenever material changes in accounting standards affecting the Group arise.

For FY2020, the external auditor of the Company presented to the ARMC the audit plan and updates relating to change of accounting standards which have a direct impact on the financial statements during the ARMC meetings. During FY2020, the Group adopted the new SFRS(I) 16. On adoption of SFRS(I) 16, the Group recognised lease liabilities in relation to leases which had previously been classified as operating leases. Please refer to Page 110 for the resulting impact arising from the adoption of SFRS(I) 16. Except for the adoption of SFRS(I) 16 Leases, the adoption of new and/or revised accounting standards did not result in any substantial changes or significant impact on the Group's financial statements.

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
10.3 AC does not comprise former partners or directors of the Company's auditing firm	No ARMC member is a former partner or Director of the Company's external auditor.
10.4 Primary reporting line of the internal audit function is to AC; Internal audit function has unfettered access to Company's documents, records, properties and personnel	<p>The size of the existing operations of the Group does not warrant the Group to have an in-house internal audit team. The Group has outsourced its internal audit function to Yang Lee &amp; Associates ("<b>Internal Auditors</b>") to carry out internal audit review using a risk-based approach. The ARMC approves the hiring, removal, evaluation and compensation of the internal audit function.</p> <p>The Internal Auditors has unfettered access to all the Company's documents, records, properties and personnel, including access to the ARMC.</p> <p>Yang Lee a Associates is a professional service firm that specialises in the provision of internal audit, enterprise risk management and sustainability reporting advisory services. The firm was set up in the year 2005 and currently maintains a diverse outsourced internal audit portfolio of SGX-ST listed companies in distribution, manufacturing, services, food &amp; beverage, trading, retail and property development industries.</p> <p>The engagement team for this engagement comprises two directors, a manager and supported by two associates. Each of the two directors has more than 20 years of relevant experience whilst the manager has approximately 14 years of relevant experience.</p> <p>The internal audit has been carried out in accordance with the International Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.</p> <p>The Internal Auditors plans its internal audit plan annually, following a risk assessment exercise, in consultation with, but independent of Management. The internal audit plan is submitted to the ARMC for approval prior to the commencement of the internal audit.</p> <p>Internal audit reports are distributed to and discussed with the ARMC. The ARMC oversees and monitors the implementation of the improvements required for internal control weaknesses identified.</p> <p>The ARMC has full access to and the co-operation of the Management and Internal Auditors, ensuring that the internal audit function is adequately and effectively resourced to perform its function.</p>

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
10.5 The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.	For FY2020, the ARMC met with the external and internal auditors without the presence of the Management for the purpose of facilitating discussion of the responses by Management on audit matters. The ARMC has reviewed the findings of the auditors and the assistance given to the auditors by the Management.

## PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

Provisions of the Code	DISA's Corporate Governance Practices
11.1 Company provides shareholders with the opportunity to participate effectively and vote at general meetings	The Group's corporate governance culture and awareness promotes fair and equitable treatment for all shareholders. All shareholders enjoy specific rights under the Companies Act and the Company's Constitution. All shareholders are treated fairly and equitably. The Group respects the equal information rights of all shareholders and is committed to the practice of fair, transparent and timely disclosure pertaining to changes in the Group or its business which would be likely to materially affect the price or trading of the Company's shares.
11.2 Separate resolution on each substantially separate issue	
11.3 All Directors and external auditors attend general meetings	
	Shareholders are given the opportunity to participate effectively and vote at general meetings of the Company. At general meetings, shareholders will be informed of the rules and voting procedures relating to the general meetings.
	Participation of shareholders is encouraged at the Company's general meetings. The Board (including the chairpersons of the respective committees), Management, as well as the external auditors, where applicable, are invited to attend the Company's general meetings to address any questions that shareholders may have.
	All resolutions tabled in the general meetings are voted by poll, counted and validated by independent scrutineer and announcement of the detailed results of the general meetings will be released on the SGXNet after the general meetings.
	Each item of special business included in the notice of the general meetings is accompanied, where appropriate, by an explanation for the proposed resolution. Separate resolutions are proposed for each separate issue at the meeting.

# Corporate Governance Report

Provisions of the Code	DISA's Corporate Governance Practices
11.4 Company's Constitution allows for absentia voting of shareholders	<p>The Company's Constitution does allow a shareholder (who is not the Central Depository (Pte) Limited; and who is also not a relevant intermediary, as defined in Section 181 of the Companies Act) to vote either in person or appoint not more than two (2) proxies to attend and vote in his stead. Such proxy to be appointed need not be a shareholder. A shareholder of the Company who is a relevant intermediary (as defined in Section 181 of the Companies Act), may appoint more than two (2) proxies to attend, speak and vote at the general meetings of the Company.</p> <p>As the authentication of Shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail or electronic means. In this connection, the Company has not amended its Constitution to provide for absentia voting methods. Voting in absentia and by electronic means may only be possible following careful study to ensure that integrity of the information and authentication of the identity of the shareholders through the electronic means is not compromised.</p>
11.5 Minutes of general meetings are published on the Company's corporate website	All minutes of general meetings, and a summary of the relevant questions and answers raised at general meetings are made available to shareholders.
11.6 Dividend policy	<p>The Company does not have a formalised dividend policy. The Board will need to further assess its on-going financial and operational requirements before arriving at any decision relating to the payment of dividends. No dividend was declared for FY2020 as the Company has incurred a loss in FY2020. Any dividend payouts will be clearly communicated to shareholders in public announcements and via announcements on the SGXNet when the Company discloses its financial results. Further, the Company will, in line with Rule 704(23) of the Catalist Rules, expressly disclose the reason(s) in the event that the Board decides not to declare or recommend a dividend, in its financial statement announcements.</p>

# Corporate Governance Report

## PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS

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

Provisions of the Code	DISA's Corporate Governance Practices
<p>12.1 Company provides avenues for communication between the Board and shareholders</p> <p>12.2 and 12.3 Company has in place an investor relations policy and the policy sets out mechanism of communication between the shareholders and the Company</p>	<p>The Board is mindful of the obligation to keep shareholders informed of all major developments that affect the Group in accordance with the Catalist Rules. Trade and price sensitive information is publicly released via the SGXNet.</p> <p>Information is communicated to shareholders on a timely and non-selective basis through:</p> <ul style="list-style-type: none"> <li>• annual reports that are prepared and issued to all shareholders within the mandatory period;</li> <li>• public announcements via the SGXNet and the Company's corporate website; and</li> <li>• notices of shareholders' meetings on SGXNet and advertised in a newspaper in Singapore.</li> </ul> <p>Shareholders are encouraged to attend and raise questions to the Directors at the Company's general meetings. At these meetings, shareholders are given the opportunity to voice their views and raise issues either formally or informally. These meetings provide excellent opportunities for the Board to engage with shareholders to solicit their feedback.</p> <p>The Company's website at <a href="http://disa.sg">http://disa.sg</a> is another channel to solicit and understand the views of the shareholders.</p> <p>The Board provides shareholders with quarterly and annual financial reports within the legally prescribed periods. Results for the first three (3) quarters are released to shareholders within 45 days of the end of the quarter. Annual results are released within 60 days of the financial year-end. In our financial result announcements to shareholders, the Board aims to provide shareholders with a balanced and understandable assessment of the Group's performance, position and prospects.</p> <p>To ensure compliance with legislative and regulatory requirements, including requirements under the Catalist Rules, the Board, through the Management, reviews the relevant compliance reports and ensure that the Management seeks the Board's approval of such reports or requirements.</p> <p>The Company has in place an investor relations policy to promote effective communications with shareholders, investors and the investment community in large. Shareholders and investors can reach the Company's investor relations team via <a href="mailto:investors@disa.sg">investors@disa.sg</a>.</p>

# Corporate Governance Report

## PRINCIPLE 13: ENGAGEMENT WITH STAKEHOLDERS

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

Provisions of the Code	DISA's Corporate Governance Practices
13.1 and 13.2 Engagement with material stakeholder groups 13.3 Corporate website to engage stakeholders	The Company's approach towards its engagement with stakeholders, including arrangements to identify and engage with its material stakeholder groups and to manage its relationship with such groups, and its strategy and key areas of focus in relation to the management of stakeholder relationships, is set out under the "Stakeholder Engagement" heading in the "Sustainability Report" section of this annual report.

## INTERNAL CODE ON DEALING IN SECURITIES

Rules of Catalist	DISA's Corporate Governance Practices
Rule 1204(19) of the Catalist Rules	<p>In line with Rule 1204(19) of the Catalist Rules, the Company has adopted an internal code on dealing in the Company's securities. All Directors and officers of the Company are not allowed to deal in the Company's shares during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one (1) month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), or one (1) month before the announcement of the Company's half year and full year financial statements (if the Company does not announce its quarterly financial statements).</p> <p>In addition, all Directors and employees are required to observe insider trading laws at all times and are prohibited from trading whilst in possession of unpublished price- or trade-sensitive information of the Group. They are also discouraged from dealing in the Company's shares on short-term considerations.</p>

## MATERIAL CONTRACTS

Rules of Catalist	DISA's Corporate Governance Practices
Rule 1204(8) of the Catalist Rules	Save for the service agreement entered into between the CEO and the Company, there were no other material contracts entered into by the Company and subsidiaries involving the interests of the CEO, each Director or controlling shareholder which were either subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

# Corporate Governance Report

## INTERESTED PERSON TRANSACTION ("IPT") POLICY

Rules of Catalist	DISA's Corporate Governance Practices		
Rules 907 and 920 of the Catalist Rules	The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the ARMC and that transactions are conducted at arm's length and not prejudicial to the interests of the Company and minority shareholders.		
	Details of IPTs for FY2020 as required under Rule 907 of the Catalist Rules are set out as follows:		
	<b>Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</b>	<b>Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)</b>	
	<b>Name of interested person</b>	<b>\$'000</b>	<b>\$'000</b>
	Circle Globe Limited* - Leasing of office space	148	-
	* Wholly owned by Mr. Chng Weng Wah		

The ARMC has reviewed, and is satisfied that the above IPTs are conducted at arm's length and on terms that are fair and reasonable. The ARMC and the Board of Directors are satisfied that the terms of the above IPTs are not prejudicial to the interests of the Company or its minority shareholders.

# Corporate Governance Report

## RISK MANAGEMENT

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The Company regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as take appropriate measures to control and mitigate these risks. The Company reviews all significant controls, policies and procedures and highlights all significant matters to the ARMC and the Board. The risk issues are outlined in Note 32 of the financial statements.

## USE OF PROCEEDS

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A report on the use of proceeds from the exercise of warrants pursuant to the issue of warrants on 3 August 2015 (“Warrants Exercise”), for the intended purposes of the Group’s general working capital, business expansion and for other acquisition and/or investments by the Group is appended as follows:

	<b>Warrants Exercise \$'000</b>
Net proceeds raised	25,497
Less: Utilisations	
Business expansion <sup>(Note a)</sup>	(12,149)
Working capital expenditures <sup>(Note b)</sup>	(12,175)
Repayment of loans <sup>(Note c)</sup>	(1,173)
Balance as at 30 June 2020	-

Note a: Additional investment in Disa Digital Safety Pte. Ltd.

Note b: General working capital expenditures consisted of non-trade payments, purchase of property, plant and equipment, redeemable convertible bonds’ interest, staff salaries and related expenses.

Note c: Repayment of loans including accrued interest for working capital purposes.

## CATALIST SPONSOR

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The Continuing Sponsor of the Company is SAC Capital Private Limited (“Sponsor”). There were no non-sponsor fees paid to the Sponsor by the Company during FY2020.

# Additional Information On Director Seeking Re-Election

Mr. Lim Soon Hock ("Mr. Lim") and Mr. Loh Eu Tse Derek ("Mr. Loh") are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 30 October 2020 ("AGM") (collectively, the "Retiring Directors" and each a "Retiring Director").

Pursuant to the Rule 720(5) of the Catalist Rules, the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules is set out below:

	LIM SOON HOCK	LOH EU TSE DEREK
Date of Appointment	11 May 2017	11 May 2017
Date of last re-appointment (if applicable)	27 October 2017	27 October 2017
Age	70	53
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company having considered, among others, the recommendation of the Nominating Committee and assessed Mr. Lim's overall contributions and performance, is of the view that he is suitable for re-appointment as a Director of the Company.	The Board of Directors of the Company having considered, among others, the recommendation of the Nominating Committee and assessed Mr. Loh's overall contributions and performance, is of the view that he is suitable for re-appointment as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ol style="list-style-type: none"> <li>1. Non-Executive and Non-Independent Director</li> <li>2. Member of the Audit and Risks Management Committee</li> <li>3. Member of the Remuneration Committee</li> <li>4. Member of the Nominating Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Non-Executive and Independent Director</li> <li>2. Member of the Audit and Risks Management Committee</li> <li>3. Chairman of the Remuneration Committee</li> <li>4. Member of the Nominating Committee</li> </ol>
Professional qualifications	<ol style="list-style-type: none"> <li>1. Bachelor of Engineering (Honours), University of Singapore.</li> <li>2. Diploma in Business Administration.</li> <li>3. Graduate Certificate in International Arbitration.</li> </ol>	<ol style="list-style-type: none"> <li>1. Master of Arts (Cantab) Law, University of Cambridge.</li> </ol>

# Additional Information On Director Seeking Re-Election

	LIM SOON HOCK	LOH EU TSE DEREK
Working experience and occupation(s) during the past 10 years	<ol style="list-style-type: none"> <li>2006 to Present: Founder and Managing Director of PLAN-B ICAG Pte Ltd.</li> <li>2010 to 2012: Deputy Chairman and Executive Director, Stratech Systems Limited.</li> <li>2013 to Present: Mediator, State Courts Singapore</li> <li>2015 to Present: Mediator, Singapore Mediation Centre</li> <li>2017 to Present: Deputy Chairman and Senior Advisor of Tru-Marine Pte Ltd</li> <li>2018 to Present: Adjunct Professor, National University of Singapore.</li> <li>2019 to Present: Mediator, Singapore International Mediation Institute / International Mediation Institute.</li> </ol>	<ol style="list-style-type: none"> <li>2001 to Present: Executive Director in TSMP Law Corporation.</li> </ol>
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

# Additional Information On Director Seeking Re-Election

	LIM SOON HOCK	LOH EU TSE DEREK
Other Principal Commitments* Including Directorships	<p><b>Past (for the last 5 years):</b></p> <p>Directorships:</p> <ol style="list-style-type: none"> <li>1. Globalroam Group Ltd</li> <li>2. Medibank Asia Pte Ltd</li> <li>3. Medibank Health Singapore Pte Ltd</li> <li>4. SISTIC.com Pte Ltd</li> <li>5. DasCoin (HK) Ltd</li> <li>6. SICPA Asia Development Pte Ltd</li> <li>7. Centre for Fathering Limited</li> <li>8. EPS Worldwide Pte Ltd</li> <li>9. National Volunteer and Philanthropy Centre</li> <li>10. Raffles Institution</li> <li>11. The Asian Patrons of the Arts in Vatican Museums Ltd</li> <li>12. Innonix Technologies (Singapore) Pte Ltd</li> <li>13. Invictus Group Pte Ltd</li> <li>14. Solustar Pte Ltd</li> <li>15. Accu Healthcare Pte Ltd</li> <li>16. Halogen Foundation (Singapore)</li> </ol> <p><b>Present:</b></p> <p>Directorships:</p> <ol style="list-style-type: none"> <li>1. China Fishery Group Limited</li> <li>2. Heatec Jietong Holdings Ltd</li> <li>3. Plan-B ICAG Pte Ltd</li> <li>4. REDA Industrial Materials (Holding) Ltd</li> <li>5. Tru-Marine Pte Ltd</li> <li>6. REDA Pte Ltd</li> <li>7. Archer (S) Pte Ltd</li> <li>8. Verita Healthcare Group Ltd</li> <li>9. Institution of Engineers (Singapore) Fund Ltd</li> <li>10. Mundipharma Singapore Holding Pte Limited</li> </ol>	<p><b>Past (for the last 5 years):</b></p> <p>Directorships:</p> <ol style="list-style-type: none"> <li>1. Metech International Limited</li> </ol> <p><b>Present:</b></p> <p>Directorships:</p> <ol style="list-style-type: none"> <li>1. Adventus Holdings Limited</li> <li>2. Camembert Holdings Pte Ltd</li> <li>3. Federal International (2000) Ltd</li> <li>4. K2 F&amp;B Holdings Limited</li> <li>5. TSMP Law Corporation</li> <li>6. Vibrant Group Limited</li> <li>7. Vietnam Enterprise Investments Limited</li> </ol> <p>Other Principal Commitments:</p> <ol style="list-style-type: none"> <li>1. St. Joseph's Institution International Elementary School Ltd</li> <li>2. St. Joseph's Institution International Ltd</li> <li>3. St. Joseph's Institution Foundation For The Lasallian Mission Limited</li> </ol>

# Additional Information On Director Seeking Re-Election

## LIM SOON HOCK

## LOH EU TSE DEREK

### Other Principal Commitments:

1. Raffles Girls' Secondary School
2. Singapore Heart Foundation
3. Centre for Fathering Limited
4. Singapore Eye Foundation
5. Singapore Prison Service,  
Ministry of Home Affairs
6. Honour Singapore
7. National University of Singapore
8. State Courts Singapore
9. Singapore Mediation Centre
10. Singapore International  
Mediation Institute
11. International Mediation Institute
12. Registrar of Marriages

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.

- |                                                                                                                                                                                                                                                                                                              |    |    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|
| a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner? | No | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|

## Additional Information On Director Seeking Re-Election

	LIM SOON HOCK	LOH EU TSE DEREK
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	<p>Yes</p> <ol style="list-style-type: none"> <li>1. China Fishery Group Limited (“China Fishery”), of which Mr. Lim is an independent director, filed for judicial provisional liquidation in Hong Kong by its bank creditors in November 2015. The Company won the case and subsequently filed for Chapter 11 in the United States of America.</li> <li>2. Globalroam Group Ltd, of which Mr. Lim was the chairman, filed for judicial management after he stepped down on 4 August 2017.</li> </ol> <p>The provisional liquidator and liquidator was appointed on 22 November 2017 and 5 February 2018 respectively.</p>	No
c) Whether there is any unsatisfied judgment against him?	No	No
d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

# Additional Information On Director Seeking Re-Election

	LIM SOON HOCK	LOH EU TSE DEREK
f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

## Additional Information On Director Seeking Re-Election

	LIM SOON HOCK	LOH EU TSE DEREK
j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	Yes	Yes
	<p>1. In February 2006, while Mr. Lim was an independent director of Stratech Systems Limited (“Stratech”), Stratech was investigated by the Commercial Affairs Department (“CAD”) in relation to a possible breach of the Securities and Futures Act, Chapter 289 of Singapore (“SFA”) in relation to a past announcement made relating to the civil litigation brought against it by a former director. The relevant announcement was released by the management without prior approval from the board of directors of Stratech. To the best of Mr. Lim’s knowledge, the investigation has been closed and no charges were made against any director of Stratech. However, Stratech was subsequently issued a warning by the SGX-ST for the relevant announcement.</p>	<p>1. Mr. Loh was an independent director of Flextech Holdings Limited (now known as Dragon Group International Limited (“DGIL”) from 15 January 2004 to 28 April 2011. A few years following Mr. Loh’s resignation, DGIL and its board of directors both present and past (including Mr. Loh) were called for questioning by CAD in respect of a technical non-compliance of the Companies Act for a transaction during the period when Mr. Loh served on DGIL’s board. As it involved no dishonesty or fraud on the part of the Board and there was full disclosures made and external independent professionals appointed for the transaction in question, no charges were proceeded with and the relevant board members (including Mr. Loh) who instead received warning from CAD in relation to the incident.</p>

# Additional Information On Director Seeking Re-Election

## LIM SOON HOCK

2. In August 2015, China Fishery and its subsidiaries were investigated by the Monetary Authority of Singapore and the CAD into an offence under the SFA pursuant to the provisions of the Criminal Procedure Code (Chapter 68, 2012 Revised Edition). This investigation arose out of investigation into the parent company in Hong Kong. None of the independent directors (including Mr. Lim) was investigated. In October 2019, China Fishery was informed that the investigation by the authorities had been concluded without any further action being taken with respect to China Fishery and its parent company.
3. In September 2018, the Polish Authorities announced that they were investigating if NetLeaders, a strategic partner of DasCoin (HK) Ltd (“DasCoin”), of which Mr. Lim was an independent director, had allegedly violated Art. 286. To the best of Mr. Lim’s knowledge, he was not aware if DasCoin, which was involved in blockchain and cryptocurrency, had been included in the investigation. Mr. Lim was not the party to any alleged wrongdoings, had not been involved in any on-going investigation, and had since stepped down from the board of DasCoin.

*Note: Art. 286 relates to a party, who, in order to gain financial gain, leads another person to an unfavorable regulation by their own or someone else’s property by means of misleading or exploiting a mistake or inability to properly understand the action taken.*

## LOH EU TSE DEREK

2. Mr. Loh is an independent director of Vibrant Group Limited (“Vibrant”) since 5 November 2003. A special auditor was appointed on 21 August 2018 to investigate into irregularities as well as the assets and accounting records of Blackgold International Holdings Pty Ltd (“Blackgold”) and its subsidiaries (collectively, “Blackgold Group”). Blackgold was listed on ASX in 2011 and became Vibrant’s wholly-owned subsidiary following Vibrant’s acquisition in July 2017 and delisted from the ASX thereafter. On 14 August 2019, the SGX-ST issued a regulatory announcement after its review of the special audit report received on 24 January 2019 which uncovered (i) potential significant misstatements in Blackgold’s financial statements and (ii) Blackgold management may have potentially falsified accounting records and announced false financial information on ASX when Blackgold was listed. In its announcement, SGX-ST states that (i) it has reported the accounting irregularities in Blackgold and conduct of Blackgold’s statutory auditors to the relevant authorities and (ii) it is concerned about the findings relating to the Blackgold management and therefore require SGX-listed companies to consult it before the appointment of the Blackgold management as a director or key management. Mr. Loh was at no time a subject of the special audit. Mr. Loh, together with his fellow members of the audit committee and board of directors of Vibrant, oversaw the special audit.

## Additional Information On Director Seeking Re-Election

	LIM SOON HOCK	LOH EU TSE DEREK
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No

# Additional Information On Director Seeking Re-Election

	LIM SOON HOCK	LOH EU TSE DEREK
k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	Yes  Mr. Loh was an independent director of Flextech Holdings Limited (now known as Dragon Group International Limited ("DGIL") from 15 January 2004 to 28 April 2011. A few years following Mr. Loh's resignation, DGIL and its board of directors both present and past (including Mr. Loh) were called for questioning by CAD in respect of a technical non-compliance of the Companies Act for a transaction during the period when Mr. Loh served on DGIL's board. As it involved no dishonesty or fraud on the part of the Board and there was full disclosures made and external independent professionals appointed for the transaction in question, no charges were proceeded with and the relevant Board members (including Mr. Loh) who instead received warning from CAD in relation to the incident.

## Disclosure applicable to the proposed appointment of Director only:

Any prior experience as a director of an issuer listed on the Exchange?	Not applicable. This relates to re-appointment of Director.	Not applicable. This relates to re-appointment of Director.
-------------------------------------------------------------------------	-------------------------------------------------------------	-------------------------------------------------------------

If yes, please provide details of prior experience.

If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.

Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).

# Sustainability Report

## 1. BOARD STATEMENT

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The Group affirms our commitment to sustainability with the publication of our sustainability report (“**Report**”). For this Report, we provide insights into the way we do business, while highlighting our environmental, social, governance (“**ESG**”) factors and economic performance.

Whilst mindful of our profit-oriented objective, we are committed to strike a balance between sustainable growth, profit, governance, environment, the development of our people and well-being of our communities to secure the long-term future of our Group. This commitment is reflected in our sustainable business strategy and the material ESG factors which are shown in this Report.

A sustainability policy (“**SR Policy**”) covering our sustainability strategies, reporting structure, materiality assessment and processes in identifying and monitoring material ESG factors has been established and serves as a point of reference in the conduct of our sustainability reporting. Under this SR Policy, we will continue to monitor, review and update our material ESG factors from time to time, taking into account the feedback that we receive from our engagement with our stakeholders, organisational and external developments.

## 2. REPORTING FRAMEWORK

---

This Report has been prepared in accordance with the GRI Standards: Core option and in accordance with Rules 711(A) and 711(B) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”). We have chosen to report using GRI Standards: Core option as it is an internationally recognised reporting framework. We have not sought external assurance for this Report.

## 3. REPORTING PERIOD AND SCOPE

---

This Report focuses on the Group’s sustainability efforts and strategies for our financial year from 1 July 2019 to 30 June 2020 (“**FY2020**” or “**Reporting Period**”). A sustainability report will be published annually in accordance with our SR Policy.

As the Group is largely focused on the Technology business segment, this Report covers the sustainability practices and performances for the key operating entities within the Group under the Technology business segment which contributed approximately 92% (FY2019: 87%) of the Group’s total revenue for the reporting period.

## 4. FEEDBACK

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We welcome feedback from all stakeholders on this Report. You may send related questions, comments, suggestions or feedback to our investor relations email account: [investors@disa.sg](mailto:investors@disa.sg)

# Sustainability Report

## 5. STAKEHOLDER ENGAGEMENT

Our efforts on sustainability are focused on creating sustainable value for our key stakeholders, which comprise customers, employees, partners, regulators and shareholders. Key stakeholders are determined for each material factor identified, based on the extent of which they can affect or are affected by our operations. It is crucial to include and align the needs of these stakeholders in our business decisions so that we can better strengthen our relationships with them.

We actively engage our key stakeholders through the following channels:

S/N	Key stakeholders	Engagement channel
1	Customers	Our customers are mostly suppliers to our partners. Communication channels, both formal and informal, are established between our customers and the Group across all key departments and staff levels.
2	Employees	Senior management holds regular communication sessions with employees to obtain feedback and alignment of business goals across all levels of workforce. Such communication channels include emails and staff evaluation sessions where employees can pose questions in person.
3	Partners	Our solutions are deployed on consumer products sold at retail stores to protect the retailers from theft and return fraud. As such, we work closely with retailers, as our partners, to ensure effectiveness of our solutions. Communication channels, both formal and informal, are established between our partners and the Group across all key departments and staff levels.
4	Regulators	We participate in consultations and briefing organised by key regulatory bodies such as SGX-ST so as to furnish feedback on proposed regulatory changes that impact our business.
5	Shareholders	We convey timely, full and credible information to shareholders through announcements on SGXNet, investor relations email account <a href="mailto:investors@disa.sg">investors@disa.sg</a> , annual general meetings, annual reports, and other channels such as business publications and investors' relation events.

Through the above channels, we seek to understand the views of key stakeholders, communicate effectively with them and respond to their concerns.

## 6. POLICY, PRACTICE AND PERFORMANCE REPORTING

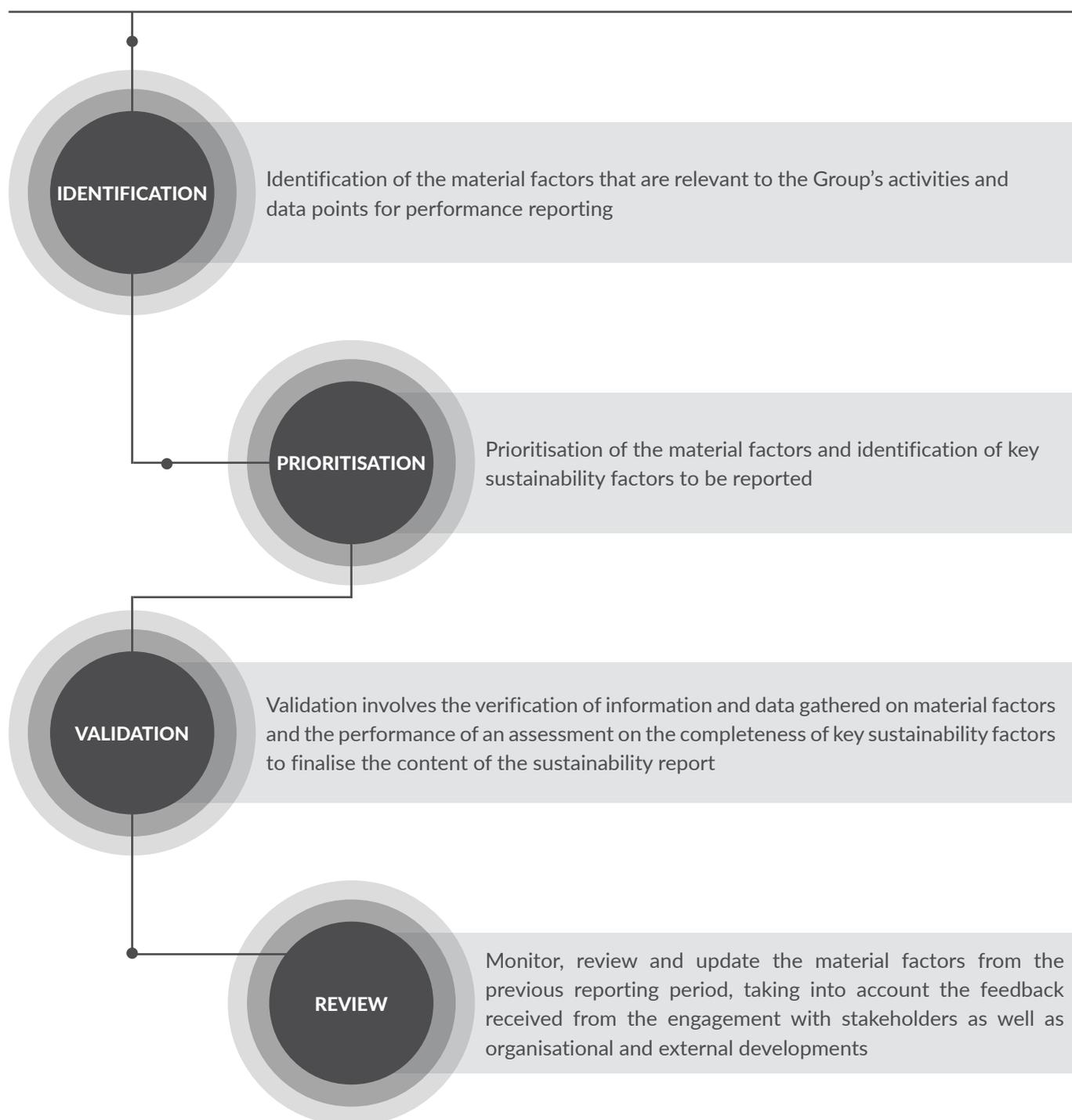
### 6.1 Reporting Structure

Our sustainability strategy is developed and directed by the Group's senior management in consultation with the Board of Directors. The Group's Sustainability Committee, which includes senior management executives, is led by our Chief Executive Officer, and tasked to develop the sustainability strategy, review our material impacts, consider stakeholder priorities and set goals and targets, as well as collect, verify, monitor and report performance data for this Report.

# Sustainability Report

## 6.2 Sustainability Reporting Processes

Under our SR policy, our sustainability process begins with the identification of relevant factors. Relevant factors are then prioritised as material factors which are then validated with data. The end result of this process is a list of material factors disclosed in this Report. Processes involved are as shown in the chart below:



# Sustainability Report

## 6.3 Materiality Assessment

Under our SR Policy, the materiality assessment is reviewed annually and each sustainability factor is assigned a reporting priority that determines the actions required as illustrated in the table below:

Reporting priority	Description	Criteria
I	High	Factors with high reporting priority are reported on in detail.
II	Medium	Factors with medium reporting priority are considered for inclusion in the Report. If it is decided that such factors are not material, they may be excluded from the Report.
III	Low	Factors with low reporting priority may be reported to fulfil regulatory or other reporting requirements. They are not included in this Report if not material.

The reporting priority is supported by a material factor matrix. Under this matrix, each factor identified is ranked by assigning scores based on low, medium and high for the level of concern to external stakeholders and the potential impact on business.

## 7. MATERIAL FACTORS

Our materiality assessment performed for FY2020 involved the Group's senior management in identifying sustainability factors deemed material to our businesses and stakeholders so as to allow the Group to channel our resources judiciously to create sustainable value for our stakeholders. Presented below are a list of material sustainability factors applicable to our Group:

S/N	Material factor	Reporting priority	Key stakeholders
<b>Social</b>			
1	Employee retention	I	Employees
2	Equality and diversity in the workplace	II	Employees
<b>Economic</b>			
3	Sustainable business performance	II	Customers, Partners, Shareholders
4	Proactive anti-corruption practices	II	Shareholders, Regulators
<b>Governance</b>			
5	Robust corporate governance framework	II	Regulators

We will review and update the material factors on an annual basis to reflect changes in business operations, environment, stakeholder's feedback and sustainability trends. The details of each material factor are presented as follows:

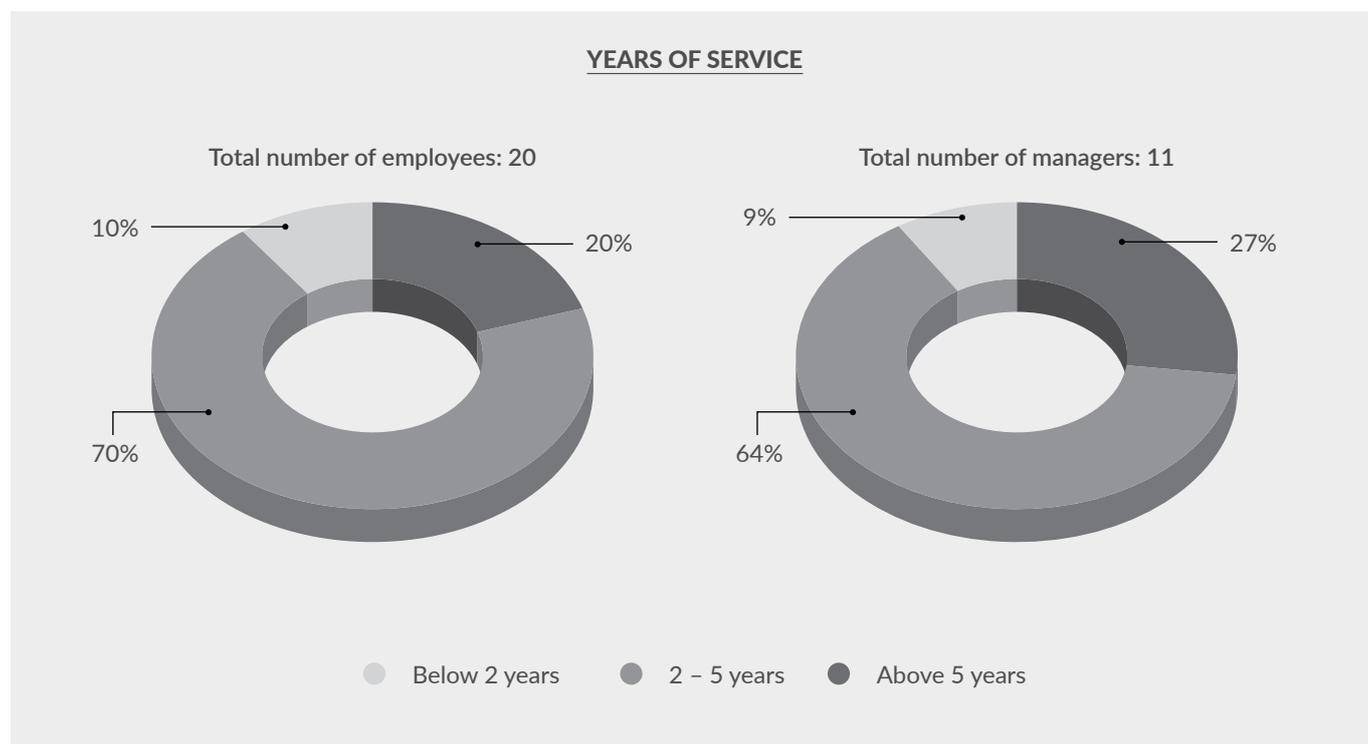
# Sustainability Report

## 7.1 Employee Retention

The success of our business pivots on a team of skilled and experienced staff supervised by experienced and knowledgeable managers. Accordingly, we are committed to employee retention through the following efforts:

- Establishing procedures and guidance to recruit and promote employees based on merit and competency; and
- Staff assessment is performed regularly to evaluate the performance of employees and employees could express their views and provide feedback.

A low turnover improves the sustainability of our business. As at 30 June 2020, the total number of employees under the Technology business segment stands at 20 (including 11 managers) (FY2019: 24 (including 16 managers)) with approximately 20% (FY2019: 21%) of the employees and 27% (FY2019: 25%) of the managers having more than 5 years of service in the Group. Lower employees' and managers' headcounts as at 30 June 2020 as we continue to streamlining our business structure to improve operational efficiency. The breakdown of employees and managers by the years of service are as follows:



As the Technology business segment is fairly new to the Group, we expect the percentage of employees (including managers) with long service to increase as our business grows.

# Sustainability Report

## 7.2 Equality and Diversity in the Workplace

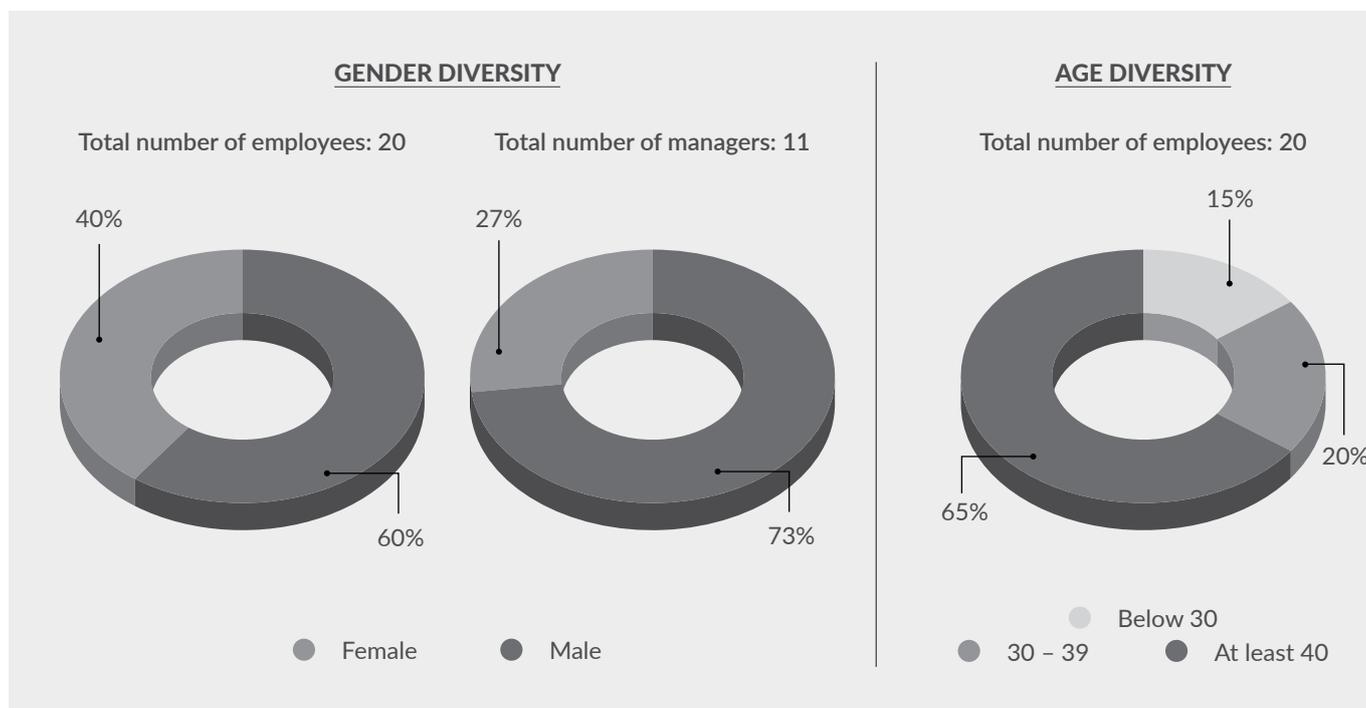
We are committed to diversity and equal opportunity in employment to grow our human capital. Accordingly, we strive to provide a work environment for our employees that fosters fairness, equity and respect for social and cultural diversity, regardless of their gender, age or educational background.

On gender diversity, the percentage of female to total employees was 40% (FY2019: 29%), with about 27% (FY2019: 19%) of our managers being female as at 30 June 2020.

On age diversity, matured workers are valued for their experience knowledge and skills. As at 30 June 2020, 65% (FY2019: 67%) of our employees under the Technology business segment was at least 40 years old.

On diversity in educational background, given the technological nature of the business segment, all of our employees are tertiary educated as at 30 June 2020. The distribution of staff by educational level is as follows:

Education qualification	FY2020	FY2019
Tertiary	100%	96%
Non-tertiary	0%	4%
<b>Total</b>	<b>100%</b>	<b>100%</b>



To promote equal opportunity, we have put in place the following measures:

- A human resource policy is in place to recruit employees based on merit and competency.
- For staff recruitment, emphasis is placed on ensuring advertisements do not state age, race, gender or religion as preference or requirement.

# Sustainability Report

## 7.3 Sustainable Business Performance

We believe in creating long-term economic value for our shareholders as well as key stakeholders by adopting responsible business practices and growing business in a sustainable manner.

Our asset protect solutions are deployed on consumer products sold at retail stores to protect the retailers and their suppliers from theft and return fraud. During the financial year, we began selling bundled semiconductor devices and further expanded into selling more semiconductor devices as an extended services to our existing and new customers.

The Group has also expanded into design and development of UV applications and began selling UV disinfection devices during FY2020 in response to the COVID-19 pandemic.

With our ongoing efforts to gain acceptance from retailers and their suppliers, our Technology segment registered a record revenue of S\$6,076,000 in FY2020 (FY2019: S\$441,000) and this has contributed to the 12-fold increase in the Group's revenue from S\$508,000 in FY2019 to S\$6,637,000 in FY2020. Excluding one-off expenses (including mainly loss on disposal of subsidiaries in FY2020 and impairment loss on intangible assets in FY2019) of S\$8,157,000 (FY2019: S\$9,186,000), the adjusted net loss of the Group has also reduced from S\$7,722,000 in FY2019 to S\$5,511,000 in FY2020.

Details of the Group's economic performance can be found in our Annual Report.

## 7.4 Proactive Anti-Corruption Practices

We are committed to carry out our business with integrity by avoiding corruption in any form, including bribery, and complying with the prevention of corruption act of Singapore.

We have in place a whistle blowing policy to provide a mechanism for employees and public to raise concerns through accessible confidential disclosure channel, via a dedicated email account, about possible improprieties in matters of financial reporting and others. An employee handbook is in place to provide guidance to employees on proper conducts and reflect the culture of our Group.

During the reporting period, no serious offence<sup>1</sup> was reported (FY2019: zero incident).

## 7.5 Robust Corporate Governance Framework

We are committed to high standards of corporate governance and believe that a high standard of corporate governance is integral in ensuring sustainability of the Group's business as well as safeguarding shareholders' interests and maximising long-term shareholder's value.

The Board and the Management believe that our quest for good governance lies in putting in place an effective framework of risk management and internal controls. Refer to the Corporate Governance Report of our Annual Report for details for our corporate governance practices.

Our overall Singapore Governance and Transparency Index ("SGTI") score assessed by National University of Singapore Business School was 61 for the index published in 2020 (2019: 63).

<sup>1</sup> A serious offence is defined as one that involves fraud or dishonesty amounting to not less than S\$100,000 and punishable by imprisonment for a term of not less than 2 years which is being or has been committed against the company by officers or employees of the company.

# Sustainability Report

## 7.6 Environmental

As a technology company, we are primarily providing asset protection solutions to our customers. Accordingly, our impact on the environment, after assessing the level of concern to external stakeholders and potential impact on business, is deemed not to be a material sustainability factor. Nonetheless, we constantly track and control our resource consumption which comprises mainly electricity and water.

## 8. TARGET SETTING

For our material factors identified, we have listed our achievements in FY2020 as follows:

S/N	Material factor	Target for FY2020	FY2020 Achievement
1	Employee retention	Improve or maintain employee retention rate	Total number of employees under the Technology business segment stands at 20 (including 11 managers) in FY2020 (FY2019: 24 (including 16 managers)).
2	Equality and diversity in the workplace	Move towards a more balanced gender, age and educational diversity ratio	<p>The percentage of female employees increased by 11% from 29% in FY2019 to 40% in FY2020.</p> <p>As at 30 June 2020, 65% (FY2019: 67%) of the employees under the Technology business segment was at least 40 years old.</p> <p>All of the employees are tertiary educated as at 30 June 2020 (FY2019: 96%).</p>
3	Sustainable business performance	Improve our financial performance	Revenue increased by 12-fold from S\$508,000 in FY2019 to S\$6,637,000 in FY2020 and net loss, excluding the one-off expenses of S\$8,157,000 (FY2019: S\$9,186,000), reduced from S\$7,722,000 in FY2019 to S\$5,511,000 in FY2020.
4	Proactive anti-corruption practices	Maintain zero incident of serious offence	Zero incident of serious offence reported for FY2020 (FY2019: zero incident).
5	Robust corporate governance framework	Improve or maintain our SGTI score	SGTI score for 2020 was 61 (FY2019: 63).

We have set the same targets above for FY2021.

# Sustainability Report

## 9. GRI CONTENT INDEX

General standard disclosure	Section reference	Page
<b>Organisation profile</b>		
102-1	Name of the organisation	Cover Page
102-2	Activities, brands, products, and services	Corporate Profile
102-3	Location of headquarters	<ul style="list-style-type: none"> <li>• Corporate Information</li> <li>• Notes to the Financial Statements &gt; Corporate Information</li> </ul>
		10 92
102-4	Location of operations	Corporate Profile
102-5	Ownership and legal form	<ul style="list-style-type: none"> <li>• Notes to the Financial Statements &gt; Corporate Information</li> <li>• Notes to the Financial Statements &gt; Subsidiaries</li> <li>• Statistics of Shareholdings</li> </ul>
		92 124-130 195-196
102-6	Markets served	Corporate Profile
102-7	Scale of the organisation	<ul style="list-style-type: none"> <li>• Operating and Financial Review</li> <li>• Sustainability Report &gt; Material Factors &gt; Employee Retention</li> <li>• Sustainability Report &gt; Material Factors &gt; Equality and Diversity in the Workplace</li> <li>• Sustainability Report &gt; Material Factors &gt; Sustainable Business Performance</li> <li>• Consolidated Statement of Comprehensive Income</li> <li>• Statements of Financial Position</li> </ul>
		12-14 62 63 64 83-84 85
102-8	Information on employees and other workers	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Material Factors &gt; Employee Retention</li> <li>• Sustainability Report &gt; Material Factors &gt; Equality and Diversity in the Workplace</li> </ul>
		62 63
102-9	Supply chain	Corporate Profile
102-10	Significant changes to the organisation and its supply chain	There was no significant change to the organisation and its supply chain during the reporting period
102-11	Precautionary Principle or approach	None
102-12	External initiatives	None
102-13	Membership of associations	None

# Sustainability Report

General standard disclosure		Section reference	Page
<b>Strategy</b>			
102-14	Statement from senior decision-maker	Sustainability Report > Board Statement	58
<b>Ethics and integrity</b>			
102-16	Values, principles, standards, and norms of behavior	• Corporate Governance Report	15-47
<b>Governance</b>			
102-18	Governance structure of the organisation	<ul style="list-style-type: none"> <li>• Corporate Governance Report</li> <li>• Sustainability Report &gt; Material Factors &gt; Robust Corporate Governance Framework</li> </ul>	15-47 64
<b>Stakeholder engagement</b>			
102-40	List of stakeholder groups	Sustainability Report > Stakeholder Engagement	59
102-41	Collective bargaining agreements	None of our employees are covered by collective bargaining agreements	-
102-42	Identifying and selecting stakeholders	Sustainability Report > Stakeholder Engagement	59
102-43	Approach to stakeholder engagement	Sustainability Report > Stakeholder Engagement	59
102-44	Key topics and concerns raised	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Stakeholder Engagement</li> <li>• Sustainability Report &gt; Material Factors</li> </ul>	59 61-65
<b>Reporting practice</b>			
102-45	Entities included in the consolidated financial statements	Notes to the Financial Statements > Subsidiaries	124-130
102-46	Defining report content and topic boundaries	Sustainability Report > Sustainability Reporting Processes	60
102-47	List of material topics	Sustainability Report > Material Factors	61-65
102-48	Restatements of information	There are some minor restatements of the following: <ul style="list-style-type: none"> <li>• Sustainability Report &gt; Material Factors &gt; Equality and Diversity in the Workplace</li> </ul>	63
102-49	Changes in reporting	Sustainability factor removed: <ul style="list-style-type: none"> <li>• Forging Sustainable Partnerships</li> </ul>	-
102-50	Reporting period	Sustainability Report > Reporting Period and Scope	58

# Sustainability Report

General standard disclosure		Section reference	Page
102-51	Date of most recent report	Sustainability Report 2019	-
102-52	Reporting cycle	Sustainability Report > Reporting Period and Scope	58
102-53	Contact point for questions regarding the report	Sustainability Report > Feedback	58
102-54	Claims of reporting in accordance with the GRI Standards and GRI content index	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Reporting Framework</li> <li>• Sustainability Report &gt; GRI Content Index</li> </ul>	58 66-68
102-55	GRI content index	Sustainability Report > GRI Content Index	66-68
102-56	External assurance	We may seek external assurance in the future.	-
<b>Management approach</b>			
103-1	Explanation of the material topic and its boundary	Sustainability Report > Material Factors	61-65
103-2	The management approach and its components	Sustainability Report > Material Factors	61-65
103-3	Evaluation of management approach	Sustainability Report > Material Factors	61-65
<b>Category: Economic</b>			
201-1	Direct economic value generated and distributed	<ul style="list-style-type: none"> <li>• Operating and Financial Review</li> <li>• Sustainability Report &gt; Material Factors &gt; Employee Retention</li> <li>• Sustainability Report &gt; Material Factors &gt; Sustainable Business Performance</li> </ul>	12-14 62 64
205-3	Confirmed incidents of corruption and actions taken	Sustainability Report > Material Factors > Proactive Anti-Corruption Practices	64
<b>Category: Social</b>			
401-1	New employee hires and employee turnover	Sustainability Report > Material Factors > Employee Retention	62
405-1	Diversity of governance bodies and employees	Sustainability Report > Material Factors > Equality and Diversity in the Workplace	63

# Directors' Statement

The directors present their statement to the members together with the audited consolidated financial statements of DISA Limited (the “**Company**”) and its subsidiaries (the “**Group**”) and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 June 2020.

In the opinion of the directors:

- (a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 83 to 172 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2020 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended in accordance with the provisions of the Companies Act, Chapter 50 (the “**Act**”) and Singapore Financial Reporting Standards (International) (“**SFRS(I)**”); and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## **DIRECTORS**

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

### **Executive Director**

Chng Weng Wah

### **Independent Non-Executive Directors**

Toh Hock Ghim

Lau Kay Heng

Loh Eu Tse Derek

### **Non-Independent Non-Executive Directors**

Lim Soon Hock

### **Arrangement to enable directors to acquire benefits**

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than share options as disclosed in this statement.

# Directors' Statement

## DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

The directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Act, except as follows:

	Direct Interests		Deemed Interests	
	At 1.7.2019	At 30.6.2020	At 1.7.2019	At 30.6.2020
<b>The Company</b>				
<i>Ordinary shares</i>				
Chng Weng Wah	590,970,850	<b>590,970,850</b>	463,050,000 <sup>(1)</sup>	<b>463,050,000<sup>(1)</sup></b>
<i>Share options</i>				
Chng Weng Wah	-	<b>650,000,000</b>	-	-
Toh Hock Ghim	10,000,000	<b>40,000,000</b>	-	-
Lau Kay Heng	5,000,000	<b>25,000,000</b>	-	-
Loh Eu Tse Derek	2,500,000	<b>22,500,000</b>	-	-
Lim Soon Hock	2,500,000	<b>22,500,000</b>	-	-

<sup>(1)</sup> As at 1.7.2019 and 30.6.2020, the director, Mr Chng Weng Wah is deemed to have interest in the 463,050,000 ordinary shares in the Company held through Citibank Nominees Singapore Pte. Ltd.

The directors' interests in the ordinary shares and share options of the Company at 21 July 2020 were the same as those as at 30 June 2020.

## SHARE OPTIONS

### *DISA Employee Share Option Scheme (the "DISA ESOS")*

The ECL ESOS ("ECL ESOS 2010") was approved and adopted by members of the Company at an Extraordinary General Meeting ("EGM") held on 28 October 2010 ("Date of Adoption") and subsequently renamed to the DISA ESOS with effect from 13 February 2017. The DISA ESOS is administered by the DISA ESOS Committee comprising Lau Kay Heng (Chairman), Toh Hock Ghim (Non-Executive Director) and Chng Weng Wah (Executive Director).

# Directors' Statement

## SHARE OPTIONS (CONT'D)

### *DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)*

Information regarding the DISA ESOS is set out below:

- 1) The exercise price of the options can be set at a discount not exceeding 20% of the weighted-average of the last-dealt price for a share for the three (3) consecutive days immediately preceding the date of grant in respect of options granted at the time of grant.
- 2) The aggregate number of ordinary shares which may be allotted and issued upon the exercise of options granted pursuant to the DISA ESOS of the Company shall not exceed 15% of the total number of issued shares of the Company from time to time.

As at 30 June 2020, outstanding options issued under the DISA ESOS represent 13.4% (2019: 7.6%) of the total number of issued shares of the Company.

- 3) Options granted to and accepted by executives, directors and employees in respect of an option granted with a subscription price at the market prices will be exercisable after the first anniversary of the offer date of that option. Options granted to and accepted by executives, directors and employees in respect of an option granted with a subscription price at a discount to the market price will only be exercisable after the second anniversary of the offer date of that option.
- 4) The vesting period for options granted after October 2017 had been adjusted to create better retention of talent and knowledge according to the following vesting schedule:

		<b>New Vesting Period</b>	
		<b>Percentage of options which are exercisable</b>	
<b>Vesting schedule</b>		<b>Directors</b>	<b>Employees</b>
		<b>%</b>	<b>%</b>
Options which are exercisable at no discount to the market price	On or after the first anniversary of the date of grant	33.30	25
	On or after the second anniversary of the date of grant	33.30	25
	On or after the third anniversary of the date of grant	33.40	25
	On or after the fourth anniversary of the date of grant	Not applicable	25

# Directors' Statement

## SHARE OPTIONS (CONT'D)

### *DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)*

- 4) The vesting period for options granted after October 2017 had been adjusted to create better retention of talent and knowledge according to the following vesting schedule (Cont'd):

	New Vesting Period		
	Vesting schedule	Percentage of options which are exercisable	
		Directors %	Employees %
Options which are exercisable at a discount to the market price	On or after the first anniversary of the date of grant	Not applicable	Not applicable
	On or after the second anniversary of the date of grant	33.30	25
	On or after the third anniversary of the date of grant	33.30	25
	On or after the fourth anniversary of the date of grant	33.40	25
	On or after the fifth anniversary of the date of grant	Not applicable	25

- 5) The options granted will expire after 10 years from offer date of the option for executives, directors and employees of the Company and its subsidiaries.

# Directors' Statement

## SHARE OPTIONS (CONT'D)

### DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)

At the end of the financial year, details of the options granted under the DISA ESOS on the unissued ordinary shares of the Company, were as follows:

Date of grant	Balance as at 1 July 2019	Additions	Options forfeited	Balance as at 30 June 2020	Exercise price per share (\$)	Exercisable period
<b>ESOS 2010</b>						
8 January 2015	7,500,000	-	-	7,500,000	0.00600	8 January 2016 to 7 January 2025
8 December 2016	10,000,000	-	(4,000,000)	6,000,000	0.01110	8 December 2017 to 7 December 2026
16 March 2017	4,000,000	-	(2,000,000)	2,000,000	0.03010	16 March 2018 to 15 March 2027
3 April 2017	8,000,000	-	-	8,000,000	0.02920	3 April 2018 to 2 April 2027
3 July 2017	4,000,000	-	(1,000,000)	3,000,000	0.01350	3 July 2018 to 2 July 2027
1 November 2017	135,000,000	-	(41,000,000)	94,000,000	0.01420	1 November 2018 to 31 October 2027
13 November 2017	4,000,000	-	-	4,000,000	0.01360	13 November 2018 to 12 November 2027
28 November 2017	18,000,000	-	(4,500,000)	13,500,000	0.01290	28 November 2018 to 27 November 2027
11 July 2018	13,000,000	-	(8,000,000)	5,000,000	0.00900	11 July 2019 to 10 July 2028
6 August 2018 <sup>(1)</sup>	20,000,000	-	-	20,000,000	0.00720	6 August 2020 to 5 August 2028
17 October 2018	521,000,000	-	(118,000,000)	403,000,000	0.00500	17 October 2019 to 16 October 2028
11 January 2019	20,000,000	-	-	20,000,000	0.00300	11 January 2020 to 10 January 2029
1 July 2019	-	16,000,000	-	16,000,000	0.00200	1 July 2020 to 30 June 2029
19 December 2019	-	740,000,000	-	740,000,000	0.00200	19 December 2020 to 18 December 2029
	<u>764,500,000</u>	<u>756,000,000</u>	<u>(178,500,000)</u>	<u>1,342,000,000</u>		

<sup>(1)</sup> These share options were granted at a 10% discount.

# Directors' Statement

## SHARE OPTIONS (CONT'D)

### DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)

The details of the options granted under the DISA ESOS to persons who were directors of the Company during the financial year are as follows:

Name of director	Options granted during financial year under review	Aggregate options granted since commencement of the DISA ESOS to the end of financial year under review	Aggregate options exercised since commencement of the DISA ESOS to the end of financial year	Aggregate options forfeited / expired since commencement of the DISA ESOS to the end of financial year	Aggregate options outstanding as at the end of financial year under review
Chng Weng Wah	650,000,000	650,000,000	–	–	650,000,000
Toh Hock Ghim	30,000,000	40,000,000	–	–	40,000,000
Lau Kay Heng	20,000,000	25,000,000	–	–	25,000,000
Loh Eu Tse Derek	20,000,000	22,500,000	–	–	22,500,000
Lim Soon Hock	20,000,000	22,500,000	–	–	22,500,000
Kan Ah Chye <sup>(1)</sup>	–	5,000,000	(2,500,000)	(2,500,000)	–
	740,000,000	765,000,000	(2,500,000)	(2,500,000)	760,000,000

<sup>(1)</sup> Resigned on 31 October 2019

Except as disclosed above, there were no unissued shares of the Company or its subsidiary corporations under options granted by the Company or its subsidiaries as at the end of the financial year.

There were no share options exercised in the current financial year (2019: Nil).

Apart from the following who have in aggregate received 5% or more of the total number of options available under DISA ESOS, none of the other executives, directors and employees of the Group who participated in DISA ESOS has received 5% or more of the total number of options available:

	Total options granted	Total % of options under the DISA ESOS
Chng Weng Wah	650,000,000	48.44%

The options granted by the Company do not entitle the holders of the options, by virtue of such holding, to any rights to participate in any share issue of any other company.

# Directors' Statement

## PERFORMANCE SHARES

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### *DISA Performance Share Scheme (the "DISA PS Scheme")*

The DISA PS Scheme was approved and adopted by members of the Company at an EGM held on 31 October 2008. The DISA PS Scheme had expired on 26 October 2018 and continued with shareholders' approval at an annual general meeting held on 26 October 2018, for a further period of 10 years from 26 October 2018 to (and including) 25 October 2028. The DISA PS Scheme is administered by the DISA PS Scheme Committee. The members of the committee at the end of financial year and at the date of this statement are:

Toh Hock Ghim	Chairman, Non-Executive Director
Chng Weng Wah	Executive Director
Lau Kay Heng	Non-Executive Director

Selected employees of the Group, Executive Directors and Non-Executive Directors of the Company and Directors who are also controlling shareholders of the Company and their associates ("**Participants**") are eligible to participate in this DISA PS Scheme. However, participation of and grant of awards to controlling shareholders of the Company and/or their associates will be subject to specific shareholders' approval.

The Company has the flexibility to either issue and deliver new shares of the Company, or purchase and deliver existing shares of the Company to Participants upon the vesting of the awards.

Participants will receive fully paid shares of the Company, provided that certain prescribed performance targets are met within a prescribed period.

A Participant's award of ordinary shares in the share capital of the Company ("**Award Shares**") under the DISA PS Scheme (the "**Award**") will be determined at the sole discretion of the DISA PS Scheme Committee, which will oversee and administer the DISA PS Scheme.

During the financial year, no Awards were granted under the DISA PS Scheme (2019: Nil).

Information regarding the DISA PS Scheme is set out below:

- 1) The aggregate number of Award Shares to be delivered to the vesting of the Awards on any date, when added to the number of shares issued and/or issuable under such other share-based incentive schemes (including the DISA ESOS) of the Company shall not exceed 15% of the issued shares of the Company on the day preceding that date.
- 2) The aggregate number of Award Shares available to eligible controlling shareholders and their associates under the DISA PS Scheme shall not exceed 25% of the Shares available under this DISA PS Scheme. In addition, the number of Award Shares available to each such controlling shareholder or his associate shall not exceed 10% of the Shares available under this DISA PS Scheme.
- 3) The DISA PS Scheme shall continue to be in force at the discretion of the DISA PS Scheme Committee, subject to a maximum period of 10 years commencing on the date of adoption of the DISA PS Scheme (expiring on 25 October 2028).

# Directors' Statement

## AUDIT AND RISKS MANAGEMENT COMMITTEE

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The members of the Audit and Risks Management Committee during the financial year and at the date of this statement are:

Lau Kay Heng	Chairman, Non-Executive Director
Toh Hock Ghim	Non-Executive Director
Lim Soon Hock	Non-Executive Director
Loh Eu Tse Derek	Non-Executive Director

The Audit and Risks Management Committee carried out its functions specified in Section 201B(5) of the Companies Act. Their functions are detailed in the Report on Corporate Governance.

In performing its functions, the Audit and Risks Management Committee met with the Company's independent and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit and Risks Management Committee also reviewed the following:

- (a) the audit plan and results of the external audit, including the evaluation of internal accounting controls and its cost effectiveness, and the independence and objectivity of the independent auditor, including the review of the extent of non-audit services provided by the independent auditor to the Group;
- (b) the audit plans of the internal auditors of the Group and their evaluation of the adequacy of the Group's system of internal accounting controls;
- (c) Group's quarterly and annual financial statements and the independent auditor's report on the annual financial statement of the Group and of the Company before their submission to the board of directors;
- (d) the quarterly, half-yearly and annual announcements as well as the related press releases on the results of the Group and financial position of the Group and of the Company;
- (e) the adequacy of the Group's risk management processes;
- (f) the Group's compliance with legal requirements and regulations, including the related compliance policies and programmes and reports received from regulators, if any;
- (g) interested person transactions in accordance with SGX listing rules;
- (h) nomination of independent auditor and approval of their compensation; and
- (i) submission of report of actions and minutes of the audit and risks management committee to the board of directors with any recommendations as the audit and risks management committee deems appropriate.

The Audit and Risks Management Committee is satisfied with the independence and objectivity of the independent auditor and has recommended to the Board that Baker Tilly TFW LLP be nominated for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting.

# Directors' Statement

## INDEPENDENT AUDITOR

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The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept re-appointment.

On behalf of the directors

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**CHNG WENG WAH**

Director

28 September 2020

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**LAU KAY HENG**

Director

# Independent Auditor's Report

To the members of DISA Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

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### **Qualified Opinion**

We have audited the accompanying financial statements of DISA Limited (the "Company") and its subsidiaries (the "Group") as set out on pages 83 to 172, which comprise the statements of financial position of the Group and of the Company as at 30 June 2020, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year ended on that date.

### **Basis for Qualified Opinion**

#### *Non-consolidation of EIKA (Singapore) Pte. Ltd. and its subsidiary ("EIKA Group")*

The independent auditor's report on the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 June 2019 included a disclaimer of opinion on the non-consolidation of EIKA Group. The extract of the basis for disclaimer of opinion is disclosed in Note 39 to the financial statements. We were unable to obtain sufficient information for us to ascertain whether the Group has control over EIKA Group. Accordingly, we were unable to determine whether EIKA Group should have been consolidated in the consolidated financial statements of the Group for the financial year ended 30 June 2019. As disclosed in Note 19(b) to the financial statements, the Company completed the transfer of its shareholdings in EIKA to a non-related party during the financial year ended 30 June 2020.

In view of the matter described above, since the opening balances as at 1 July 2019 enter into the determination of the financial performance, changes in equity and cash flows of the Group for the financial year ended 30 June 2020, we were unable to determine whether adjustments might have been found necessary in respect of the consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows of the Group for the financial year ended 30 June 2020.

Our opinion on the current year's financial statements is also modified because of the possible effects of the matter on the comparability of the current year's figures and the corresponding figures.

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

# Independent Auditor's Report

To the members of DISA Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

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### **Other Information**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Because of the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, we are unable to conclude whether or not the other information is materially misstated with respect to the matter.

### **Other Matter**

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 June 2019 were audited by another independent auditor whose report dated 3 October 2019 expressed a disclaimer of opinion on those financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Basis for Qualified Opinion* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

# Independent Auditor's Report

To the members of DISA Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

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### **Key Audit Matters (cont'd)**

#### *Impairment assessment of investment in subsidiaries (Company level)*

As at 30 June 2020, the carrying amount of the Company's investment in subsidiaries which comprise investment in Disa Digital Safety Pte. Ltd. and its subsidiaries ("DDSPL subgroup") is \$Nil after providing for additional impairment loss allowances of \$2,000,000 during the financial year. The Company assesses at each reporting date whether there are indicators of impairment and if there are such indicators, an estimate is made of the recoverable amount of the investment. During the financial year, management performed a value in use calculation to assess the recoverable amount of DDSPL subgroup, which involved management's assessment of future cash flow projections of the business, and the appropriate terminal growth rates and discount rates applied to the future cash flow projections. These key inputs and assumptions were estimated by Management based on prevailing market, economic and other conditions at the end of the reporting period, and based on Management's estimations of the expected revenue growth and recovery in business conditions amidst the current COVID-19 pandemic. Given the significant level of judgement and estimation involved, we identified this to be a key audit matter.

The key assumptions used in the value in use calculation are disclosed in Note 4 and Note 14 to the financial statements.

#### *Our procedures to address the key audit matter*

We evaluated management's value in use calculations and the process by which they were developed. We assessed the key assumptions applied in the value in use calculations by comparing the forecasts to historical data and performance, existing contracts and other relevant documents. We also compared current year actual results to prior year forecast to assess the reasonableness of the estimates made. We involved our valuation specialists in assessing the reasonableness of the discount rates used. We evaluated the comparison between the recoverable amount based on value in use calculation and the carrying amount of the investment. We have evaluated management's estimation on the impact of COVID-19 to the value in use calculations. We have also assessed the adequacy and appropriateness of the disclosures made in the financial statements.

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

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

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

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

# Independent Auditor's Report

To the members of DISA Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

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

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

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

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

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

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

# Independent Auditor's Report

To the members of DISA Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

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### *Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)*

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

### **Report on Other Legal and Regulatory Requirements**

In our opinion, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

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

Baker Tilly TFW LLP  
Public Accountants and  
Chartered Accountants  
Singapore

28 September 2020

# Consolidated Statement of Comprehensive Income

For the financial year ended 30 June 2020

	Note	Group	
		2020 \$'000	2019 \$'000
<b>Revenue</b>	5	<b>6,637</b>	508
<b>Other income</b>			
- Interest	6a	137	262
- Others	6b	184	495
Total revenue		<b>6,958</b>	1,265
<b>Expenses</b>			
Cost of inventories		(5,204)	-
Subcontractor expenses		(587)	(78)
Amortisation expenses	13	-	(1,404)
Depreciation expenses	12	(619)	(244)
Staff costs	7	(4,666)	(6,484)
Legal and professional expenses		(335)	(343)
Net impairment gains/(losses) on financial assets	32	126	(38)
Impairment loss on intangible assets	13	-	(9,131)
Write-off of goodwill	13	-	(17)
Loss on disposal of subsidiaries	14	(8,283)	-
Rental expenses	35(a)	(4)	(525)
Other expenses		(971)	(1,130)
Finance costs	8	(83)	(569)
Total expenses		<b>(20,626)</b>	(19,963)
Loss before tax	9	<b>(13,668)</b>	(18,698)
Tax credit	10	-	1,790
<b>Loss for the financial year</b>		<b>(13,668)</b>	(16,908)
<b>Other comprehensive loss:</b>			
<i>Items that are or may be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising on consolidation		(8)	-*
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising on consolidation		(1)	-*
<b>Other comprehensive loss for the financial year, net of tax</b>		<b>(9)</b>	-*
<b>Total comprehensive loss for the financial year</b>		<b>(13,677)</b>	(16,908)

\* Amount below \$1,000

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

# Consolidated Statement of Comprehensive Income

For the financial year ended 30 June 2020

	Note	Group	
		2020 \$'000	2019 \$'000
<b>(Loss)/profit attributable to:</b>			
Equity holders of the Company		(13,776)	(16,962)
Non-controlling interests		108	54
<b>Loss for the financial year</b>		<b>(13,668)</b>	<b>(16,908)</b>
<b>Total comprehensive (loss)/income attributable to:</b>			
Equity holders of the Company		(13,784)	(16,962)
Non-controlling interests		107	54
<b>Total comprehensive loss for the financial year</b>		<b>(13,677)</b>	<b>(16,908)</b>
<b>Loss per share attributable to equity holders of the Company</b> <i>(expressed in cents per share)</i>			
Basic and diluted	11	(0.14)	(0.17)

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

# Statements of Financial Position

At 30 June 2020

	Note	Group		Company		
		30.6.2020 \$'000	30.6.2019 \$'000	30.6.2020 \$'000	30.6.2019 \$'000	1.7.2018 \$'000
<b>Non-current assets</b>						
Property, plant and equipment	12	1,121	900	737	478	432
Intangible assets	13	-	-	-	-	-
Investment in subsidiaries	14	-	-	-	-	12,084
Financial assets at fair value through other comprehensive income	15	150	-	-	-	-
Other non-current assets	16	164	120	-	-	-
<b>Total non-current assets</b>		<b>1,435</b>	<b>1,020</b>	<b>737</b>	<b>478</b>	<b>12,516</b>
<b>Current assets</b>						
Inventories	17	1,307	-	-	-	-
Financial assets, available-for-sale		-	-	-	-	2,222
Trade and other receivables	18	1,423	97	217	-	-
Other current assets	19	360	590	287	286	190
Cash and bank balances	20	6,010	13,025	4,393	8,709	22,625
<b>Total current assets</b>		<b>9,100</b>	<b>13,712</b>	<b>4,897</b>	<b>8,995</b>	<b>25,037</b>
<b>Total assets</b>		<b>10,535</b>	<b>14,732</b>	<b>5,634</b>	<b>9,473</b>	<b>37,553</b>
<b>Non-current liabilities</b>						
Deferred tax liabilities	25	-	-	-	-	-
Borrowings	21	440	149	388	149	84
<b>Total non-current liabilities</b>		<b>440</b>	<b>149</b>	<b>388</b>	<b>149</b>	<b>84</b>
<b>Current liabilities</b>						
Trade and other payables	22	259	1,232	136	124	114
Accruals	23	508	518	358	375	1,560
Borrowings	21	372	29	180	29	11,932
Provisions	24	137	671	137	137	137
<b>Total current liabilities</b>		<b>1,276</b>	<b>2,450</b>	<b>811</b>	<b>665</b>	<b>13,743</b>
<b>Total liabilities</b>		<b>1,716</b>	<b>2,599</b>	<b>1,199</b>	<b>814</b>	<b>13,827</b>
<b>Net assets</b>		<b>8,819</b>	<b>12,133</b>	<b>4,435</b>	<b>8,659</b>	<b>23,726</b>
<b>Equity</b>						
Share capital	26	58,680	58,680	58,680	58,680	58,680
Other reserves	27	4,514	4,516	4,513	3,771	2,071
Accumulated losses		(54,444)	(41,404)	(58,758)	(53,792)	(37,025)
Equity attributable to equity holders of the Company, total		<b>8,750</b>	<b>21,792</b>	<b>4,435</b>	<b>8,659</b>	<b>23,726</b>
Non-controlling interests		<b>69</b>	<b>(9,659)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total equity</b>		<b>8,819</b>	<b>12,133</b>	<b>4,435</b>	<b>8,659</b>	<b>23,726</b>

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

# Consolidated Statements of Changes In Equity

For the financial year ended 30 June 2020

	← Attributable to equity holders of the Company →						Total equity \$'000		
	Share capital (Note 26) \$'000	Equity component of convertible bonds (Note 27) \$'000	Currency translation reserve (Note 27) \$'000	Share option reserve (Note 27) \$'000	Capital reserve (Note 27) \$'000	Accumulated losses \$'000		Non-controlling interests \$'000	
<b>Group 2020</b>									
Balance at 1 July 2019	58,680	-	9	3,530	977	(41,404)	21,792	(9,659)	12,133
(Loss)/profit for the financial year	-	-	-	-	-	(13,776)	(13,776)	108	(13,668)
<b>Other comprehensive loss</b>									
Currency translation differences arising on consolidation	-	-	(8)	-	-	-	(8)	(1)	(9)
Total comprehensive (loss)/income for the financial year	-	-	(8)	-	-	(13,776)	(13,784)	107	(13,677)
Employee share option	7	-	-	742	-	-	742	-	742
Disposal of subsidiaries	14(d)	-	-	-	(736)	736	-	9,639	9,639
Waiver of amount due from non-controlling interest	-	-	-	-	-	-	-	(18)	(18)
<b>Balance at 30 June 2020</b>	<b>58,680</b>	<b>-</b>	<b>1</b>	<b>4,272</b>	<b>241</b>	<b>(54,444)</b>	<b>8,750</b>	<b>69</b>	<b>8,819</b>

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

# Consolidated Statements of Changes In Equity

For the financial year ended 30 June 2020

	Attributable to equity holders of the Company						Total equity \$'000		
	Share capital (Note 26) \$'000	Equity component of convertible bonds (Note 27) \$'000	Currency translation reserve (Note 27) \$'000	Share option reserve (Note 27) \$'000	Capital reserve (Note 27) \$'000	Accumulated losses \$'000		Non-controlling interests \$'000	
<b>Group 2019</b>									
Balance at 1 July 2018	58,680	82	9	1,830	895	(24,442)	37,054	(9,800)	27,254
(Loss)/profit for the financial year	-	-	-	-	-	(16,962)	(16,962)	54	(16,908)
<b>Other comprehensive loss</b>									
Currency translation differences arising on consolidation	-	-	-*	-	-	-	-*	-	-*
Total comprehensive (loss)/income for the financial year	-	-	-	-	-	(16,962)	(16,962)	54	(16,908)
Employee share option	7	-	-	1,700	-	-	1,700	-	1,700
Acquisition of a subsidiary	14(e)	-	-	-	-	-	-	87	87
Derecognition of convertible bonds	-	(82)	-	-	82	-	-	-	-
Balance at 30 June 2019	58,680	-	9	3,530	977	(41,404)	21,792	(9,659)	12,133

\* Amounts below \$1,000

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

# Statements of Changes In Equity

For the financial year ended 30 June 2020

	Share capital (Note 26) \$'000	Equity component of convertible bonds (Note 27) \$'000	Share option reserve (Note 27) \$'000	Capital reserve (Note 27) \$'000	Accumulated losses \$'000	Total equity \$'000
<b>Company</b>						
Balance at 1 July 2018	58,680	82	1,830	159	(37,025)	23,726
Loss and total comprehensive loss for the financial year	-	-	-	-	(16,767)	(16,767)
Employee share option	-	-	1,700	-	-	1,700
Derecognition of convertible bonds	-	(82)	-	82	-	-
Balance at 30 June 2019	58,680	-	3,530	241	(53,792)	8,659
Loss and total comprehensive loss for the financial year	-	-	-	-	(4,966)	(4,966)
Employee share option	-	-	742	-	-	742
<b>Balance at 30 June 2020</b>	<b>58,680</b>	<b>-</b>	<b>4,272</b>	<b>241</b>	<b>(58,758)</b>	<b>4,435</b>

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

# Consolidated Statement of Cash Flows

For the financial year ended 30 June 2020

	Note	Group	
		2020 \$'000	2019 \$'000
<b>Cash flows from operating activities</b>			
Loss before tax		(13,668)	(18,698)
Adjustments for:			
Amortisation of intangible assets	13	-	1,404
Depreciation of property, plant and equipment	12	619	244
Employee share-based payment expenses	7	742	1,700
Gain on lease modification		(3)	-
Impairment loss on intangible assets	13	-	9,131
Interest expenses	8	83	569
Interest income	6a	(137)	(262)
Loss/(gain) on disposal of property, plant and equipment		3	(48)
Loss on derecognition of right-of-use assets		29	-
Loss on disposal of subsidiaries	14	8,283	-
Net impairment (gain)/loss on financial assets	32	(126)	38
Net reversal of provision for legal liabilities		-	(165)
Reversal of long outstanding payables and overstated accruals		-	(141)
Write-off of goodwill	13	-	17
Operating cash flows before movements in working capital		(4,175)	(6,211)
Inventories		(1,307)	-
Trade and other receivables		(1,132)	198
Other current assets		(160)	422
Trade and other payables		584	(775)
Currency translation adjustments		(8)	(28)
<b>Net cash used in operating activities</b>		<b>(6,198)</b>	<b>(6,394)</b>
<b>Cash flows from investing activities</b>			
Interest received		137	262
Purchases of property, plant and equipment	12(d)	-	(64)
Proceeds from redemption of financial assets at fair value through profit or loss		-	2,222
Proceeds from disposals of property, plant and equipment		5	48
Acquisition of a subsidiary, net of cash acquired	14	-	63
Proceeds from disposal of subsidiaries, net of cash paid	14	(442)	-
<b>Net cash (used in)/generated from investing activities</b>		<b>(300)</b>	<b>2,531</b>

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

# Consolidated Statement of Cash Flows

For the financial year ended 30 June 2020

	Note	Group	
		2020 \$'000	2019 \$'000
<b>Cash flows from financing activities</b>			
Interest paid		(83)	(1,655)
Increase in pledged fixed deposit		(2,304)	-
Repayments of finance lease liabilities		-	(20)
Repayments of convertible bonds		-	(11,998)
Repayments of lease liabilities		(442)	-
<b>Net cash used in financing activities</b>		<b>(2,829)</b>	<b>(13,673)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(9,327)</b>	<b>(17,536)</b>
Cash and cash equivalents at beginning of the financial year		12,975	30,544
Effect of exchange rate changes on cash and cash equivalents		8	(33)
<b>Cash and cash equivalents at end of the financial year</b>	20	<b>3,656</b>	<b>12,975</b>

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

# Consolidated Statement of Cash Flows

For the financial year ended 30 June 2020

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	<b>Finance lease liabilities (Note 21) \$'000</b>	<b>Convertible bonds (Note 21) \$'000</b>	<b>Accrued interest (Note 21) \$'000</b>	<b>Lease liabilities (Note 21) \$'000</b>	<b>Total \$'000</b>
<b>Group</b>					
Balance at 1 July 2018	100	11,916	1,086	-	13,102
Changes from financing cash inflows:					
- Proceeds	98	-	-	-	98
- Repayments	(20)	(11,998)	-	-	(12,018)
- Interest paid	(5)	-	(1,650)	-	(1,655)
Non-cash changes:					
- Interest expense	5	-	564	-	569
- Equity component of convertible bonds	-	82	-	-	82
Balance at 30 June 2019	178	-	-	-	178
Reclassification from finance lease liabilities	(178)	-	-	178	-
Effect of adoption of SFRS(I) 16	-	-	-	1,159	1,159
Changes from financing cash inflows:					
- Repayment	-	-	-	(442)	(442)
- Interest paid	-	-	-	(83)	(83)
Non-cash changes:					
- Interest expense	-	-	-	83	83
- Lease modification	-	-	-	(91)	(91)
- Effect of changes in foreign exchange rates	-	-	-	8	8
<b>Balance at 30 June 2020</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>812</b>	<b>812</b>

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

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

## 1 CORPORATE INFORMATION

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The Company (Co. Reg. No. 197501110N) is incorporated and domiciled in Singapore and is listed on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The address of its registered office is at 438A Alexandra Road, #08-12 Block A, Lobby 3, Alexandra Technopark, Singapore 119967.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries are disclosed in Note 14.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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### a) Basis of preparation

The financial statements are presented in Singapore Dollar ("S\$"), which is the Company's functional currency and all financial information presented in Singapore dollar are rounded to the nearest thousand ("S\$'000") except when otherwise indicated. The financial statements have been prepared in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)"). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

The Company's separate financial statements have been prepared on the same basis, and as permitted by the Act, the Company's separate statement of comprehensive income is not presented.

#### *Use of estimates and judgements*

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 areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 4.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### a) Basis of preparation (cont'd)

The carrying amounts of cash and bank balances, trade and other current receivables, other current assets and payables approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

#### *New and revised standards*

In the current financial year, the Group has adopted all the new and revised SFRS(I) and SFRS(I) Interpretations ("SFRS(I) INT") that are relevant to its operations and effective for the current financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT.

The adoption of these new and revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial results or position of the Group and the Company except as disclosed in Note 3.

New standards, amendments to standards and interpretations that have been issued at the end of the reporting period but are not yet effective for the financial year ended 30 June 2020 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company.

### b) Revenue recognition

#### *Sale of goods*

The Group engages in the sale of asset protection codes and the trading of semiconductor devices and ultraviolet ("UV") disinfection devices. Sales are recognised at a point in time when the goods have been delivered and control of the goods has transferred to its customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

Goods are sold to customers where there is no right of returns. Sales to customers are made with a credit term of cash-on-delivery to 90 days, which is consistent with market practice. No element of financing is deemed present.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

#### *Rendering of services – maintenance, consultancy and energy management services*

The Group provides maintenance services. Such services are recognised as a performance obligation satisfied over time. The Group is compensated for maintenance services through a fee earned based on the promised consideration in the relevant agreements. All these services represent a series of distinct monthly services rendered over time and such services are recognised as a performance obligation satisfied over time as the Group transfers the benefit of the services to the customer as it performs. Consistent with the transfer of control for distinct and daily services to the customer, revenue is recognised at the end of each period for the fees associated with the services performed.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

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### b) Revenue recognition (cont'd)

*Rendering of services – maintenance, consultancy and energy management services (cont'd)*

The Group also provides consultancy and energy management. Such services are recognised as a performance obligation satisfied over time as the Group transfers benefits over of the services over to the customer as it performs. Revenue is recognised for these services based on the stage of completion of the contract. Management has assessed that the stage of completion determined as the proportion of actual contract costs incurred by the Group to date with the total budgeted costs for the project is an appropriate measure of progress towards complete satisfaction of these performance obligation under SFRS(I) 15.

*Interest income*

Interest income is recognised using the effective interest method.

*Rental income*

Rental income from operating leases are recognised on a straight-line basis over the lease term. Finance income from finance leases is recognised based on a constant periodic rate of return over the lease term using the net investment method.

Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

### c) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In the Company's statement of financial position, investment in subsidiaries are accounted for at cost less accumulated impairment losses, if any. On disposal of the investment, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

### d) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

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### d) Basis of consolidation (cont'd)

Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

Business combinations are accounted for using the acquisition method. The consideration transferred for the acquisition comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised as expenses as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Any excess of the fair value of the consideration transferred in the business combination, the amount of any non-controlling interest in the acquiree (if any) and the fair value of the Group's previously held equity interest in the acquiree (if any), over the fair value of the net identifiable assets acquired is recorded as goodwill. Goodwill is accounted for in accordance with the accounting policy for goodwill stated in Note 2(e). In instances where the latter amount exceeds the former and the measurement of all amounts has been reviewed, the excess is recognised as gain from bargain purchase in profit or loss on the date of acquisition.

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

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets, at the acquisition date. All other non-controlling interests are measured at acquisition-date fair value or, when applicable, on the basis specified in another standard.

When a change in the Company's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill, non-controlling interest and other components of equity related to the subsidiary are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific SFRS(I).

Any retained equity interest in the previous subsidiary is remeasured at fair value at the date that control is lost. The difference between the carrying amount of the retained interest at the date control is lost, and its fair value is recognised in profit or loss.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

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### e) Intangible assets

#### (i) Goodwill

Goodwill is initially measured at cost and is subsequently measured at cost less any accumulated impairment losses.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

#### (ii) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost, which includes the purchase price and other directly attributable cost of preparing the asset for its intended use. Intangible assets acquired in a business combination are recognised separately from goodwill and are initially measured at their fair values at the date of acquisition.

Intangible assets with a finite useful life are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each balance sheet date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible asset with a finite useful life is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

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

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### e) Intangible assets (cont'd)

#### (ii) Other intangible assets (cont'd)

The estimated useful lives are as follows:

	Years
Core technology	16
Development costs	5

#### *Core technology*

The core technology was acquired in a business combination and is amortised on a straight-line basis over its finite useful life.

#### *Development costs*

Research costs are recognised as expenses when incurred. Deferred development costs arising from development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete and the ability to measure reliably the expenditures during the development. Following initial recognition of the deferred development costs as an intangible asset, it is carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation of the intangible asset begins when development is complete and the asset is available for use.

### f) Club membership

Club membership is stated at cost less accumulated impairment losses.

### g) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any impairment in value.

The cost of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### g) Property, plant and equipment (cont'd)

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

On disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

Depreciation of right-of-use assets is calculated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the asset. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. Depreciation for other items of property, plant and equipment is calculated on a straight-line basis to allocate the depreciable amount of property, plant and equipment over their expected useful lives. The estimated useful lives are as follows:

	Years
Furniture and fittings and renovation	5
Other equipment	3
Motor vehicles	5
Leasehold properties	Over the lease term of 1 to 4 years

The residual values, estimated depreciation rates and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

### h) Impairment of non-financial assets excluding goodwill

At each reporting date, the Group assesses the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value 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.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### h) Impairment of non-financial assets excluding goodwill (cont'd)

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment loss for an asset other than goodwill is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in profit or loss.

### i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. A write down on cost is made where the cost is not recoverable or if the selling prices have declined. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

### j) Leases

*The accounting policy for leases before 1 July 2019 is as follows:*

#### **When a Group entity is the lessee**

##### *Finance leases*

Leases of property, plant and equipment where the Group assumes substantially all the risks and rewards incidental to ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset or the present value of the minimum lease payments. Each lease payment is allocated between reduction of the outstanding liability and finance charges. The corresponding lease liabilities, net of finance charges, are included in borrowings. The finance charge is taken to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The asset acquired under finance leases are depreciated over the shorter of the useful life of the asset or the lease term.

##### *Operating leases*

Leases where a significant portion of the risks and rewards incidental to ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are taken to profit or loss on a straight-line basis over the period of the lease. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

When an operating lease is terminated before the lease period expires, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

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### j) Leases (cont'd)

*The accounting policy for leases before 1 July 2019 is as follows: (cont'd)*

#### **When a Group entity is the lessor**

##### *Operating leases*

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

*The accounting policy for leases from 1 July 2019 onwards is as follows:*

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### **When a Group entity is the lessee**

The Group applies a single recognition and measurement approach for all contracts that are, or contain, a lease, except for short-term leases (i.e. for leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets (e.g. small items of office equipment). For these exempted leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

##### *Lease liabilities*

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

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### j) Leases (cont'd)

*The accounting policy for leases from 1 July 2019 onwards is as follows: (cont'd)*

#### **When a Group entity is the lessee (cont'd)**

##### *Lease liabilities (cont'd)*

The lease liability is presented within "borrowings" in the statements of financial position.

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

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

##### *Right-of-use assets*

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, initial direct cost, less any lease incentive received.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the cost relates to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter period of the lease term and useful life of the underlying asset. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The depreciation starts at the commencement date of the lease.

The right-of use assets are presented within "property, plant and equipment" in the statements of financial position. The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2(h).

As a practical expedient, SFRS(I) 16 *Leases* permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease component as a single arrangement. The Group has not used this practical expedient.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

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### j) Leases (cont'd)

*The accounting policy for leases from 1 July 2019 onwards is as follows: (cont'd)*

#### **When a Group entity is the lessor**

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

#### When the Group is an intermediate lessor

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance income is allocated to accounting period so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Group applies SFRS(I) 15 to allocate the consideration under the contract to each component.

### k) Income taxes

Income tax on the profit or loss for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised outside profit or loss, either in other comprehensive income or directly in equity in which the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity respectively).

Current tax is the expected tax payable or recoverable on the taxable income for the current year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable or recoverable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### k) Income taxes (cont'd)

Deferred income tax is provided using the liability method, on all temporary differences at the end of the reporting period arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except where the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting nor taxable profit or loss.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associated companies, except where the timing of the reversal of the temporary difference can be controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on currently enacted or substantively enacted tax rates at the end of the reporting period.

### l) Financial assets

#### *Recognition and derecognition*

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

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss. Trade receivables without a significant financing component is initially measured at transaction prices.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### l) Financial assets (cont'd)

#### *Classification and measurement*

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

The Group classifies its financial assets in the following measurement categories:

- Amortised cost; and
- Fair value through other comprehensive income ("FVOCI").

The classification is based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

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

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

#### *Subsequent measurement*

##### (i) Debt instruments

Debt instruments include cash and bank balances, trade and other receivables (excluding GST recoverable) and other current and non-current assets (excluding prepayments). The Group's debt instruments are measured at amortised cost.

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income from these financial assets is included in interest income using the EIR method.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### I) Financial assets (cont'd)

#### *Subsequent measurement (cont'd)*

##### (ii) *Equity instruments*

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as fair value through profit and loss ("FVTPL") with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other income". For equity investments which are not held for trading or not a contingent consideration recognised by an acquirer in a business combination, the Group may make an irrevocable election (on an investment by investment basis) to designate equity investments as at FVOCI.

The Group has designated all of its equity investments that are not held for trading as at FVOCI at initial recognition. Gains and losses arising from changes in fair value of these equity investments classified as FVOCI are presented as "fair value gains/losses" in other comprehensive income and accumulated in fair value reserve and will never be reclassified to profit or loss. On disposal of an equity investment, the difference between the carrying amount and sales proceed amount would be recognised in profit or loss except for equity investment designated at FVOCI which would be recognised in other comprehensive income. Fair value reserve relating to the disposed asset would be transferred to retained earnings upon disposal. Dividends from equity investments are recognised in profit or loss and presented in "other income". Equity investments classified as FVOCI are not subject to impairment assessment.

#### **Impairment**

The Group recognises an allowance for expected credit losses ("ECLs") for financial assets carried at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables that do not have a significant financing component, the Group applies a simplified approach to recognise a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted as appropriate for current conditions and forward-looking factors specific to the debtors and the economic environment.

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

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### l) Financial assets (cont'd)

#### *Offset*

Financial assets and liabilities are offset and the net amount presented on the statement of financial position when, and only when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

### m) Cash and cash equivalents in the consolidated statement of cash flows

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, deposits with financial institutions which are subject to an insignificant risk of changes in value and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and excludes pledged deposits.

### n) Financial liabilities

Financial liabilities include trade and other payables (excluding provision for unutilised leave and deferred grant income), accruals and borrowings. Financial liabilities are recognised on the statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instruments. Financial liabilities are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

A financial liability is derecognised when the obligation under the liability is extinguished. Gains and losses are recognised in profit or loss when the liabilities are derecognised and through the amortisation process.

### o) Share capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

### p) Provisions for other liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of economic resources will be required to settle that obligation and the amount can be estimated reliably. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. Where the effect of the time value of money is material, the amount of the provision shall be discounted to present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and risks specific to the obligation.

When discounting is used, the increase in the provision due to passage of time is recognised as a finance cost in profit or loss.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### p) Provisions for other liabilities (cont'd)

The Group recognises the estimated costs of dismantlement, removal or restoration items of assets arising from the acquisition or use of assets (Note 2(g) and 2(j)). This provision is estimated based on the best estimate of the expenditure required to settle the obligation, taking into consideration time value. Changes in the estimated timing or amount of the expenditure or discount rate is adjusted against the cost of the related asset unless the decrease in liability exceeds the carrying amount of the asset or the asset has reached the end of its useful life. In such cases, the excess of the decrease over the carrying amount of the asset or the changes in the liability is recognised in profit or loss immediately.

### q) Borrowing costs

Borrowing costs are recognised in the statement of comprehensive income using the effective interest method.

### r) Employee benefits

#### *Employee leave entitlements*

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

#### *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund, and will have no legal or constructive obligation to pay further contributions once the contributions have been paid. Contributions to defined contribution plans are recognised as an expense in the period in which the related service is performed.

#### *Termination benefits*

Termination benefits are payable when employment is terminated before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after end of the reporting period are discounted to present value.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### r) Employee benefits (cont'd)

#### *Share-based compensation*

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options granted on the date of the grant. This cost is recognised in profit or loss, with a corresponding increase in the share options reserve, over the vesting period. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At each reporting date, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share options reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share options reserve are credited to share capital account if new ordinary shares are issued, or credited to the "treasury shares" account if treasury shares are re-issued to the employees. Upon expiry of the options, the balance in the share options reserve is transferred within equity, i.e. a transfer from one component of equity to another.

### s) Foreign currencies

#### *Functional and presentation currency*

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

#### *Transactions and balances*

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except for currency translation differences on net investment in foreign operations and borrowings and other currency instruments qualifying as net investment hedges for foreign operations, which are included in the currency translation reserve within equity in the consolidated financial statements. The currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

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

### s) Foreign currencies (cont'd)

#### *Translation of Group entities' financial statements*

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

- (i) Assets and liabilities are translated at the closing rates at the end of the reporting period;
- (ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) All resulting exchange differences are recognised in the translation reserve within equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income and accumulated in a separate component of equity under the header translation reserve.

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

On disposal of a foreign group entity, the cumulative amount of the translation reserve relating to that particular foreign entity is reclassified from equity and recognised in profit or loss when the gain or loss on disposal is recognised.

### t) Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the grant is presented in the statement of financial position by deducting the grant in arriving at the carrying amount of the asset and is recognised in profit or loss over the life of the depreciable asset as a reduced depreciation expense.

When the grant relates to an expense item, it is recognised in profit or loss over the period necessary to match them on a systematic basis to the costs that it is intended to compensate.

### u) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 3 INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2019

### SFRS(I) 16 Leases

#### When the Group is the lessee

SFRS(I) 16 replaces the existing SFRS(I) 1-17 *Leases* for financial periods beginning 1 January 2019. It reforms lessee accounting by introducing a single lessee accounting model. Lessees are required to recognise all leases on their statements of financial position to reflect their rights to use leased assets (a “right-of-use” asset) and the associated obligations for lease payments (a lease liability), with limited exemptions for short term leases (less than 12 months) and leases of low value items. In addition, the nature of expenses related to those leases will change as SFRS(I) 16 replaces the straight-line operating lease expense with depreciation charge of right-of-use asset and interest expense on lease liability.

On adoption of SFRS(I) 16, the Group and the Company recognised lease liabilities in relation to leases which had previously been classified as “Operating Leases” under SFRS(I) 1-17 *Leases*. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group’s and the Company’s incremental borrowing rate as at 1 July 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 July 2019 was 8% per annum.

	<b>Group</b>	<b>Company</b>
	<b>2020</b>	<b>2020</b>
	<b>\$'000</b>	<b>\$'000</b>
Operating lease commitments disclosed as at 30 June 2019 (Note 29)	1,641	685
Discounted using the weighted average lessee’s incremental borrowing rate	(279)	(125)
Add: finance lease liabilities recognised as at 30 June 2019 (Note 21)*	178	178
Less: short term leases recognised on a straight-line basis as an expense	(66)	-
Less: contract re-assessed as service agreement	(137)	-
Lease liability recognised as at 1 July 2019	<b>1,337</b>	<b>738</b>

\* The net carrying value of right-of-use assets acquired under finance lease agreements amounted to \$374,000 as at 30 June 2019 and 1 July 2019 (Note 12).

The associated right-of-use assets relating to leasehold properties were measured at the amount equal to the lease liability on adoption.

Arising from the adoption of SFRS(I) 16, rights-of-use asset of \$1,409,000 (including provision for reinstatement of \$103,000, right-of-use assets acquired under finance lease agreements of \$374,000 as at 30 June 2019 and derecognition of right-of-use assets of \$227,000 due to sublease as at 1 July 2019) and lease liabilities of \$1,337,000 (including finance lease liabilities of \$178,000 as at 30 June 2019) for the Group, and right-of-use assets of \$1,037,000 (including provision for reinstatement of \$103,000 and right-of-use assets acquired under finance lease agreements of \$374,000 as at 30 June 2019) and lease liabilities of \$738,000 (including finance lease liabilities of \$178,000 as at 30 June 2019) for the Company were recognised on the statements of financial position on 1 July 2019.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 3 INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2019 (CONT'D)

### *SFRS(I) 16 Leases (cont'd)*

#### *When the Group is the lessee (cont'd)*

In applying SFRS(I) 16 for the first time, the Group and the Company have used the practical expedients to account for operating leases with a remaining lease term of less than 12 months as at 1 July 2019 as short-term leases.

#### *When the Group is the intermediate lessor*

The Group leases office units under a head lease arrangement and subleases part of the office units to a third party as an intermediate lessor. Prior to adoption of SFRS(I) 16, the Group accounts the sublease as an operating lease and the rental income in respect of the sublease are recognised on a straight-line basis over the term of the sublease.

Upon adoption of SFRS(I) 16, the Group reassesses the classification of the sublease based on the right-of-use asset arising from the head lease (and not by the reference to the underlying asset as was the case under SFRS(I) 1-17). Because of this change, the Group has reclassified some of its sub-lease agreement as finance lease and \$198,000 of lease receivable was recognised on 1 July 2019 within "other current and non-current assets".

## 4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

### *Critical judgements in applying the Group's accounting policies*

In the process of applying the Group's accounting policies, management has made the following judgement that has the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with in the subsequent paragraphs).

#### *Going concern*

The Group incurred a net loss of \$13,668,000 (2019: \$16,908,000) during the financial year ended 30 June 2020 and cash flows used in operating activities amounted to \$6,198,000 (2019: \$6,394,000).

In order to improve the Group's operational cashflow, the Group has identified opportunities for strategic partnerships that will help expand the Group's business in the sale of UV disinfection devices, and is also proactively sourcing for new customers to increase its customer base for the existing businesses. The Group has also assessed that cash and cash equivalents held of \$3,656,000 as at 30 June 2020 is sufficient to ensure timely settlement of all required obligations for the 12 months from the reporting date. As such, the directors have determined that it is appropriate for the Group to adopt the going concern assumption in preparing the financial statements.

If the Group is unable to continue in operational existence for the foreseeable future, the Group may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group may have to provide for further liabilities that might arise and to reclassify non-current assets and liabilities as current assets and liabilities. No such adjustments have been made to these financial statements.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

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### *Key sources of estimation uncertainty*

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

### *Impairment review of investment in subsidiaries*

The management assesses whether there are any indicators of impairment for investment in subsidiaries in accordance with the accounting policy in Note 2(h). The management also assesses whether there is any indication that an impairment loss recognised in prior periods for investment in subsidiaries may no longer exist or may have decreased. Where indicators exist, the recoverable amounts of investments in subsidiaries are determined based on value in use calculations. The value in use calculations requires management to estimate the future cash flows expected from the investment in subsidiaries, a suitable discount rate and implications of the COVID-19 pandemic on the assumptions, in order to determine the present value of the cash flows. Further details of the key assumptions applied in the impairment assessment of investment in subsidiaries and the carrying amount of investment in subsidiaries are given in Note 14.

### *Calculation of loss allowance*

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions, as well as the implications of the COVID-19 pandemic on the assumptions. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As the calculation of loss allowance on trade receivables is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade receivables. Details of ECL measurement and carrying value of trade receivables at reporting date are disclosed in Note 32.

### *Share based compensation*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transaction requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 28.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

### *Key sources of estimation uncertainty (cont'd)*

#### *Estimating the incremental borrowing rate for leases*

The Group uses the incremental borrowing rate to measure the lease liabilities because the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what would the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs such as market interest rates, when available and is required to make certain entity-specific estimates, such as the subsidiary’s stand-alone credit rating. Any change in estimation of incremental borrowing rate may have a significant impact to the determination of lease liabilities and right-of-use asset at the date of initial application of SFRS(I) 16. The carrying amount of lease liabilities and right-of-use assets are disclosed in Note 21 and Note 35 respectively.

## 5 REVENUE

	<b>Group</b>	
	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
Sale of goods	6,073	441
Services income	564	67
	<b>6,637</b>	508

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 5 REVENUE (CONT'D)

The following table provides a disaggregation disclosure of the Group's revenue by primary geographical market and timing of revenue recognition.

Group	Sale of goods \$'000	Services income \$'000	Total \$'000
<b>2020</b>			
<b>Primary geographical market</b>			
Singapore	125	564	689
United States	548	-	548
Hong Kong	5,258	-	5,258
People's Republic of China	142	-	142
	6,073	564	6,637
<b>Timing of revenue recognition</b>			
At a point in time	6,073	-	6,073
Over time	-	564	564
	6,073	564	6,637
<b>2019</b>			
<b>Primary geographical market</b>			
Singapore	3	67	70
United States	293	-	293
Hong Kong	119	-	119
People's Republic of China	26	-	26
	441	67	508
<b>Timing of revenue recognition</b>			
At a point in time	441	-	441
Over time	-	67	67
	441	67	508

The Group applies the practical expedient in SFRS(I) 15 and does not disclose information about its remaining performance obligation if the Group has a right to invoice a customer in an amount that corresponds directly with its performance to date, and it recognises revenue in that amount.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 6a INTEREST INCOME

	Group	
	2020	2019
	\$'000	\$'000
Interest income		
- Fixed deposits	124	261
- Other financial assets at amortised costs	13	1
	<b>137</b>	<b>262</b>

## 6b OTHER INCOME

	Group	
	2020	2019
	\$'000	\$'000
Gain on disposal of property, plant and equipment	-	48
Government grants	69	43
Rental income from third parties	2	85
Net reversal of provision for legal liabilities (Note 24)	-	165
Reversal of long outstanding payables and overstated accruals	-	141
Gain on lease modification	3	-
Foreign currency exchange gains, net	104	-
Sundry income	6	13
	<b>184</b>	<b>495</b>

## 7 STAFF COSTS

	Group	
	2020	2019
	\$'000	\$'000
Salaries and bonuses and other benefits	3,580	4,498
Employer's contribution to defined contribution plans	231	286
Share-based payments	742	1,700
Termination benefits	113	-
	<b>4,666</b>	<b>6,484</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 8 FINANCE COSTS

	Group	
	2020	2019
	\$'000	\$'000
Interest expense		
- Convertible bonds	-	564
- Finance lease liabilities	-	5
- Lease liabilities	83	-
	<b>83</b>	<b>569</b>

## 9 LOSS BEFORE TAX

	Group	
	2020	2019
	\$'000	\$'000
In addition to the profit or loss line items disclosed elsewhere in Notes to the financial statements, the loss before tax is arrived at after charging/(crediting):		
Audit fees paid to:		
- auditors of the Company	65	54
- other auditors*	5	-
Directors' fees	170	253
Loss/(gain) on disposal of property, plant and equipment	2	(48)
Loss on derecognition of right-of-use assets	29	-
Research and development expense	219	166
Foreign currency exchange losses, net	-	20
Upkeep of computer	100	109

\* Includes independent member firms of the Baker Tilly International network

In 2020 and 2019, there is no non-audit fees paid to the auditors of the Company and other auditors.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 10 TAX CREDIT

	<b>Group</b>	
	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
Tax credit attributable to loss is made up of:		
Deferred tax (Note 25)	-	(1,790)

The income tax credit on the results of the financial year differs from the amount of income tax determined by applying the domestic rates applicable in the countries where the Group entities operates due to the following factors:

	<b>Group</b>	
	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
Loss before tax	<b>(13,668)</b>	(18,698)
Tax calculated at a tax rate of 17% (2019: 17%)	<b>(2,324)</b>	(3,179)
Effect of different tax rate in other countries	<b>(70)</b>	2
Income not subject to tax	<b>(68)</b>	(60)
Expenses not deductible for tax purposes	<b>2,054</b>	823
Deferred tax assets not recognised	<b>412</b>	626
Utilisation of previously unrecognised tax losses	-	(2)
Others	<b>(4)</b>	-
Total income tax credit	-	(1,790)

The income tax applicable to the Company is 17% (2019: 17%). The corporate income tax rate applicable to the subsidiaries in Singapore, People's Republic of China, United States and Hong Kong are 17% (2019: 17%), 25% (2019: 25%), 21% (2019: 21%) and 16.5% (2019: Nil) respectively.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 10 TAX CREDIT (CONT'D)

As at 30 June 2020, the Group has deferred tax assets in respect of tax losses of \$28,495,000 (2019: \$54,332,000) and unabsorbed capital allowances of \$183,000 (2019: \$14,554,000) available for carry-forward to set-off against future taxable income arising from trade source subject to the agreement of the tax authorities and compliance with relevant provisions of the tax legislation of the respective countries in which the Group operate. The potential deferred tax assets have not been recognised in the financial statements as it is not probable that future taxable profit will be sufficient to allow the related tax benefits to be utilised. The tax losses have no expiry date except for an amount of \$164,000 (2019: \$178,000) that can be carried forward up to five years from the year of loss against future taxable profits/income of the PRC subsidiary in which the tax losses arose, subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation in the PRC. Other losses do not expire under current tax legislation.

Included in the unrecognised deferred tax assets as at 30 June 2019 were unutilised tax losses of \$28,139,000 and unabsorbed capital allowances of \$14,371,000 from subsidiaries that were disposed of during the current financial year.

## 11 LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	<b>Group</b>	
	<b>2020</b>	2019
Net loss attributable to equity holders of the Company (\$'000)	<b>(13,776)</b>	(16,962)
Weighted average number of ordinary shares outstanding for basic and diluted loss per share ('000)	<b>10,038,683</b>	10,038,683
Basic and diluted loss per share (cents per share)	<b>(0.14)</b>	(0.17)

For the financial year ended 30 June 2019 and 2020, the computation of diluted loss per share does not adjust for the effects of the potential ordinary shares from employee share options as they have an anti-dilutive effect on the loss per share calculation.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 12 PROPERTY, PLANT AND EQUIPMENT

	Furniture and fittings and renovation \$'000	Other equipment \$'000	Motor vehicles \$'000	Leasehold properties \$'000	Total \$'000
<b>Group</b>					
<b>2020</b>					
<b>Cost</b>					
Balance at 1 July 2019	697	112	562	-	1,371
Recognition of right-of-use assets on initial application of SFRS(I) 16	(137)	-	-	1,035	898
Balance at 1 July 2019, restated	560	112	562	1,035	2,269
Disposals	(18)	(9)	-	-	(27)
Lease modification	-	-	-	(140)	(140)
Currency translation differences	-	-*	-*	-*	-*
Balance at 30 June 2020	<b>542</b>	<b>103</b>	<b>562</b>	<b>895</b>	<b>2,102</b>
<b>Accumulated depreciation</b>					
Balance at 1 July 2019	189	94	188	-	471
Recognition of right-of-use assets on initial application of SFRS(I) 16	(34)	-	-	-	(34)
Balance at 1 July 2019, restated	155	94	188	-	437
Depreciation charge	110	16	112	381	619
Disposals	(11)	(8)	-	-	(19)
Lease modification	-	-	-	(56)	(56)
Currency translation differences	-	-*	-*	-*	-*
Balance at 30 June 2020	<b>254</b>	<b>102</b>	<b>300</b>	<b>325</b>	<b>981</b>
<b>Net carrying value</b>					
Balance at 30 June 2020	<b>288</b>	<b>1</b>	<b>262</b>	<b>570</b>	<b>1,121</b>

\* Amount below \$1,000

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 12 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Furniture and fittings and renovation \$'000	Other equipment \$'000	Motor vehicles \$'000	Total \$'000
<b>Group</b>				
<b>2019</b>				
<b>Cost</b>				
Balance at 1 July 2018	697	112	671	1,480
Additions	-	-	162	162
Disposals	-	-	(271)	(271)
Balance at 30 June 2019	697	112	562	1,371
<b>Accumulated depreciation</b>				
Balance at 1 July 2018	52	75	371	498
Depreciation charge	137	19	88	244
Disposals	-	-	(271)	(271)
Balance at 30 June 2019	189	94	188	471
<b>Net carrying value</b>				
Balance at 30 June 2019	508	18	374	900

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 12 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Furniture and fittings and renovation \$'000	Other equipment \$'000	Motor vehicles \$'000	Leasehold properties \$'000	Total \$'000
<b>Company</b>					
<b>2020</b>					
<b>Cost</b>					
Balance at 1 July 2019	155	27	562	-	744
Recognition of right-of-use assets on initial application of SFRS(I) 16	(137)	-	-	663	526
Balance at 1 July 2019, restated	18	27	562	663	1,270
Disposals	-	(7)	-	-	(7)
<b>Balance at 30 June 2020</b>	<b>18</b>	<b>20</b>	<b>562</b>	<b>663</b>	<b>1,263</b>
<b>Accumulated depreciation</b>					
Balance at 1 July 2019	51	27	188	-	266
Recognition of right-of-use assets on initial application of SFRS(I) 16	(34)	-	-	-	(34)
Balance at 1 July 2019, restated	17	27	188	-	232
Depreciation charge	1	-*	112	188	301
Disposals	-	(7)	-	-	(7)
Balance at 30 June 2020	<b>18</b>	<b>20</b>	<b>300</b>	<b>188</b>	<b>526</b>
<b>Net carrying value</b>					
<b>Balance at 30 June 2020</b>	<b>-</b>	<b>-</b>	<b>262</b>	<b>475</b>	<b>737</b>

\* Amount below \$1,000

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 12 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Furniture and fittings and renovation \$'000	Other equipment \$'000	Motor vehicles \$'000	Total \$'000
<b>Company</b>				
<b>2019</b>				
<b>Cost</b>				
Balance at 1 July 2018	155	27	671	853
Additions	-	-	162	162
Disposals	-	-	(271)	(271)
Balance at 30 June 2019	155	27	562	744
<b>Accumulated depreciation</b>				
Balance at 1 July 2018	24	26	371	421
Depreciation charge	27	1	88	116
Disposals	-	-	(271)	(271)
Balance at 30 June 2019	51	27	188	266
<b>Net carrying value</b>				
Balance at 30 June 2019	104	-	374	478

(a) As at 30 June 2020, the net carrying value of the Group's and the Company's property, plant and equipment under right-of-use assets were \$832,000 (1.7.2019: \$1,409,000) and \$737,000 (1.7.2019: \$1,037,000) respectively (Note 35).

(b) As at 30 June 2019, the net carrying values of plant and equipment of the Group acquired under financial lease agreements (classified as finance lease under SFRS(I) 1-17) amounted to \$374,000.

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

(c) A motor vehicle with carrying amount of \$140,000 (2019: \$220,000) is held in trust by a director of the Company.

(d) Net cash outflow for purchase of property, plant and equipment

	Group	
	2020 \$'000	2019 \$'000
Aggregate cost of property, plant and equipment acquired	-	162
Less: Additions under finance lease (Note 21)	-	(98)
Net cash outflow for purchase of property, plant and equipment	-	64

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 13 INTANGIBLE ASSETS

	Core technology \$'000	Development costs \$'000	Goodwill \$'000	Total \$'000
<b>Group</b>				
<b>Cost</b>				
Balance at 1 July 2018	31,624	609	-	32,233
Acquisition of a subsidiary	-	-	17	17
Balance at 30 June 2019 and 30 June 2020	<b>31,624</b>	<b>609</b>	<b>17</b>	<b>32,250</b>
<b>Accumulated amortisation and impairment losses</b>				
Balance at 1 July 2018	21,089	609	-	21,698
Amortisation charge	1,404	-	-	1,404
Impairment loss	9,131	-	-	9,131
Write-off	-	-	17	17
Balance at 30 June 2019 and 30 June 2020	<b>31,624</b>	<b>609</b>	<b>17</b>	<b>32,250</b>
Representing:				
Accumulated amortisation	22,493	609	-	23,102
Accumulated impairment loss	9,131	-	-	9,131
Balance at 30 June 2019 and 30 June 2020	<b>31,624</b>	<b>609</b>	<b>-</b>	<b>32,233</b>
<b>Net carrying value</b>				
Balance at 30 June 2019 and 30 June 2020	-	-	-	-

### Goodwill

Goodwill arising from acquisition of Disa Insurance Company Limited ("DACL") (formerly known as Asia Pacific Captive Management Limited) (Note 14) has been fully written off in the previous financial year.

### Impairment test for core technology and development costs

The intangible assets are in respect of core technology (including asset protection technology) and development costs acquired via acquisition of a subsidiary which have collectively been determined as a cash-generating unit ("CGU") (under the Technology segment). In the previous financial year, the recoverable amount of the CGU was computed based on its value in use ("VIU"), which is the net present value of expected future cash flows over a period of 7 years, being the remaining life of the patent of the core technology up to the financial year ending 30 June 2026 ("FY2026"). The pre-tax discount rate applied to the pre-tax cash flow projections is 20%.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 13 INTANGIBLE ASSETS (CONT'D)

### *Impairment test for core technology and development costs (cont'd)*

Based on the assessment, a full impairment loss of \$9,131,000 was recognised during the previous financial year as the management adjusted downwards the revenue growth projections due to the longer lead time needed to onboard new customers and the management had also decided to focus on the United States market. As a result, the Group now does not expect a positive VIU to be likely for the period until FY2026 which is the expiry of the patent.

At 30 June 2020, the management has assessed that there is no indication that impairment loss recognised in prior periods for intangible assets may no longer exist or may have decreased, hence no reversal of the previously impaired amount was made.

## 14 INVESTMENT IN SUBSIDIARIES

	Company	
	2020 \$'000	2019 \$'000
<b>Unquoted equity shares, at cost</b>		
Balance at beginning of financial year	57,977	57,977
Additions during financial year	2,000	-
Disposals during financial year	(12,153)	-
Balance at end of financial year	47,824	57,977
Impairment allowances:		
Balance at beginning of financial year	57,977	45,893
Allowance made during financial year	2,000	12,084
Disposals during financial year	(12,153)	-
Balance at end of financial year	47,824	57,977
<b>Net carrying amount</b>	-	-

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 14 INVESTMENT IN SUBSIDIARIES (CONT'D)

(a) Details of subsidiaries are as follows:

Name of subsidiaries	Principal place of business/ country of incorporation	Principal activities	Group's effective equity interest	
			2020 %	2019 %
<i>Held by the Company</i>				
Disa Digital Safety Pte. Ltd. <sup>(1)</sup> ("DDSPL")	Singapore	Provision of digital security, anti-theft solutions and anti-counterfeiting solutions.	100	100
Equation Energy Pte. Ltd. <sup>(1)(5)</sup>	Singapore	Provide energy audit and management, marketing of environmental-friendly systems.	-	70
Equation Resources Pte. Ltd. <sup>(4)(5)</sup>	Singapore	Supply and trading of construction materials.	-	81.6
<i>Held by Disa Digital Safety Pte. Ltd.</i>				
QuickCheck Technology Limited <sup>(3)(6)</sup>	Samoa	Dormant.	-	77.5
Disa Digital Safety (Shenzhen) Limited <sup>(3)(4)</sup>	People's Republic of China	Research, development and provision of technical support.	100	100
Disa Digital Safety (USA) <sup>(3)(4)</sup>	United States	Provision of marketing services.	100	100
Disa Insurance Company Limited <sup>(4)(7)</sup>	Malaysia	Dormant.	51	51
<i>Held by Disa Digital Safety (Shenzhen) Limited</i>				
Disa Digital Safety Limited <sup>(2)</sup>	Hong Kong	Trading of semiconductor devices.	100	-

<sup>(1)</sup> Audited by Baker Tilly TFW LLP.

<sup>(2)</sup> Incorporated during the financial year with share capital of HKD80,000. Audited by Baker Tilly Hong Kong Limited.

<sup>(3)</sup> Statutory audit is not required in the country of incorporation.

<sup>(4)</sup> Subsidiaries are not material to the Group.

<sup>(5)</sup> Disposed of during the financial year.

<sup>(6)</sup> Struck off during the financial year.

<sup>(7)</sup> The company is struck off after the reporting date (Note 37).

On 8 January 2020, the Company had increased its investment in DDSPL by \$2,000,000, by way of capitalisation of inter-company loan of US\$600,000 (approximately \$821,000) and accrued interest of US\$3,000 (approximately \$4,000) due from DDSPL and a cash injection of approximately \$1,175,000.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 14 INVESTMENT IN SUBSIDIARIES (CONT'D)

### (b) Significant restrictions

Cash and bank balances of \$21,000 (2019: \$25,000) are held in the People's Republic of China and are subject to local exchange control regulations. These regulations place restrictions on the amount of currency being exported from the country, other than through dividends.

### (c) Summarised financial information of subsidiaries with material non-controlling interests ("NCI")

In 2020, NCI's share of profits from Equation Resources Pte. Ltd. and Equation Energy Pte. Ltd. of \$108,000 had been disposed of during the year. At the end of the reporting date, there are no subsidiaries with non-controlling interests that are considered by management to be material to the Group. At 30 June 2019, the Group had the following subsidiary that the NCI was considered by management to be material to the Group:

Name of subsidiaries	Principal place of business/ Country of incorporation	Ownership interests held by NCI
<u>30 June 2019</u>		
Equation Resources Pte. Ltd.	Singapore	18.4%

The following are the summarised financial information of the Group's subsidiary with NCI that are considered by management to be material to the Group. These financial information include consolidation adjustments but before inter-company eliminations.

	Equation Resources Pte. Ltd. 2019 \$'000
<i>Summarised Statement of Financial Position</i>	
Current assets	78
Current liabilities	(45,001)
<b>Net liabilities</b>	<u>(44,923)</u>
<b>Net liabilities attributable to NCI</b>	<u>(9,682)</u>
<i>Summarised Income Statement</i>	
Other income	306
Profit before tax	291
Income tax expense	-
Profit after tax and total comprehensive income	<u>291</u>
<b>Profit allocated to NCI</b>	<u>54</u>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 14 INVESTMENT IN SUBSIDIARIES (CONT'D)

(c) Summarised financial information of subsidiaries with material non-controlling interests ("NCI") (cont'd)

	<b>Equation Resources Pte. Ltd. 2019 \$'000</b>
<i>Summarised Cash Flows</i>	
Cash flows used in operating activities	(52)
Cash flows generated from financing activities	52
<b>Net increase in cash and cash equivalents</b>	<b>-</b>

(d) Disposal of subsidiaries

*Equation Resources Pte. Ltd.*

In November 2019, the Company disposed of its entire shareholding interest in Equation Resources Pte. Ltd. ("ERPL") for a cash consideration of \$1.

Effect of disposal on the financial position of the Group:

	<b>Group 2020 \$'000</b>
<b>Current assets</b>	
Trade and other receivables	_*
Other current assets	79
<b>Total current assets</b>	<b>79</b>
<b>Current liabilities</b>	
Trade and other payables	44,491
Provision and other liabilities	534
<b>Total current liabilities</b>	<b>45,025</b>
<b>Net liabilities derecognised</b>	<b>(44,946)</b>
<b>Consideration received:</b>	
Cash	_*
<b>Loss on disposal</b>	
Consideration received	_*
Net liabilities derecognised	44,946
Non-controlling interests derecognised	(9,688)
Gain on disposal	35,258
Impairment of amount due from ERPL	(43,510)
<b>Loss on disposal</b>	<b>(8,252)</b>
<b>Net cash inflow arising on disposal:</b>	
Cash consideration received	_*

\* Amount below \$1,000

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 14 INVESTMENT IN SUBSIDIARIES (CONT'D)

### (d) Disposal of subsidiaries (cont'd)

*Equation Energy Pte. Ltd.*

In June 2020, the Company disposed of its entire shareholding interest in Equation Energy Pte. Ltd. for a cash consideration of \$203,000 which has not been received at the end of the reporting period and included in other receivables (Note 18(a)).

**Effect of disposal on the financial position of the Group:**

	<b>Group 2020 \$'000</b>
<b>Current assets</b>	
Trade and other receivables	446
Cash and bank balances	442
<b>Total current assets</b>	<b>888</b>
<b>Current liabilities</b>	
Trade and other payables	602
Accruals	3
<b>Total current liabilities</b>	<b>605</b>
<b>Net assets derecognised</b>	<b>283</b>
<b>Loss on disposal</b>	
Cash consideration	203
Net assets derecognised	(283)
Non-controlling interests derecognised	49
<b>Loss on disposal</b>	<b>(31)</b>
<b>Net cash outflow arising on disposal:</b>	
Cash and bank balances disposed of	<b>(442)</b>

### (e) Acquisition of a subsidiary in prior financial year

On 8 March 2019, DDSPL had entered into a sale and purchase of shares agreement with a third party to purchase 74,324 shares, representing 51% of equity shares in Disa Insurance Company Limited ("DICL") (formerly known as Asia Pacific Captive Management Limited) at a purchase consideration of US\$79,050 (approximately \$107,000). The intended business of DICL is that of a captive insurer. Upon completion of acquisition, DICL became a subsidiary of the Group.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 14 INVESTMENT IN SUBSIDIARIES (CONT'D)

### (e) Acquisition of a subsidiary in prior financial year (cont'd)

The Group had elected to measure the non-controlling interest at the non-controlling interest's proportionate share of DICL's identifiable net assets. The fair value of the identifiable assets and liabilities of DICL as at the acquisition date were:

	Fair value recognised on acquisition \$'000
Prepayment	7
Cash and cash equivalents	170
Total identifiable net assets at fair value	177
Non-controlling interest measured at the non-controlling interests' proportionate share of DICL's net identifiable assets	(87)
Goodwill arising from acquisition <sup>(1)</sup>	17
Consideration transferred for the acquisition of DICL	107
Cash paid	(107)
Cash and cash equivalents of subsidiary acquired	170
Net cash inflow on acquisition	63

<sup>(1)</sup> Goodwill amounting to \$17,000 was written off during the previous financial year

### (f) Company level - Impairment review of investment in subsidiaries

#### *Disa Digital Safety Pte. Ltd. and its subsidiaries ("DDSPL subgroup")*

During the financial year, management performed an impairment test for the investment in DDSPL subgroup as this subsidiary had been in a loss-making position for the past years. An additional impairment loss of \$2,000,000 (2019: \$12,084,000) was recognised for the financial year ended 30 June 2020 to write down the cost of investment in DDSPL subgroup to its recoverable amount of \$Nil (2019: \$Nil). The recoverable amounts of certain subsidiaries within DDSPL subgroup were determined based on a value in use calculation using cash flow projections from forecasts approved by management covering a six-year period, up to FY2026 which is the expiry of the core technology patent. The discount rate applied to the cash flow projections is 8% (2019: 20%), and the budgeted revenue growth ranges between 2% to 89%.

The recoverable amount of a newly incorporated subsidiary of DDSPL subgroup, Disa Digital Safety Limited, was determined based on a value in use calculation using cash flow projections from forecast approved by management covering a five-year period. The discount rate applied to the cash flow projection and the forecasted growth rate used to extrapolate cash flow projections beyond the five-year period are 8% and 2% respectively, and the budgeted revenue growth rate ranges between 2.5% to 59%.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 14 INVESTMENT IN SUBSIDIARIES (CONT'D)

### (f) Company level - Impairment review of investment in subsidiaries (cont'd)

*Disa Digital Safety Pte. Ltd. and its subsidiaries ("DDSPL subgroup") (cont'd)*

These key inputs and assumptions were estimated by management based on prevailing market, economic and other conditions at the end of the reporting period, and based on management's estimations of the expected revenue growth and recovery in business conditions amidst the current COVID-19 pandemic.

With regards to the assessment of value in use, management believes that any reasonably possible changes in any of the above key assumptions would not cause the recoverable amount to be materially different from the carrying amount of the investment in subsidiaries.

## 15 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
<b>Non-current assets</b>				
<i>Equity investments designated at FVOCI</i>				
Unquoted equity shares	150	-	-	-

- (a) Unquoted equity shares represent interests in Gema Holding Ltd ("Gema") and SCash Technologies Pte. Ltd. ("SCash"), both incorporated in Singapore and are engaged in investment holding and information technology consultancy respectively. The investments in equity shares are not held for trading. Accordingly, management has elected to designate these investments in equity shares at fair value through other comprehensive income. It is the Group's strategy to hold these investments for long-term purposes.
- (b) As at both reporting dates, the investment in Gema is \$Nil and had been fully impaired since the previous financial years. In the opinion of the directors, this represents the fair value of the investment as Gema does not have a history of profit and positive cash flows.
- (c) The fair value of the unquoted equity shares in SCash is determined based on recent transacted prices of the investee company's equity as well as internal and external changes in the business and market environment that the investee operates in. This fair value measurement is categorised in Level 3 of the fair value hierarchy.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 16 OTHER NON-CURRENT ASSETS

	Group	
	2020 \$'000	2019 \$'000
Prepayment for rights, interest in and ownership of granite <sup>(a)</sup>	-	-
Prepayment for right on use of plant and machinery <sup>(b)</sup>	-	-
Club membership <sup>(c)</sup>	120	120
Lease receivables	44	-
	<b>164</b>	<b>120</b>

(a) Prepayment for rights, interest in and ownership of granite

	Group \$'000
<b>Cost</b>	
Balance at 1 July 2018, 30 June 2019 and 1 July 2019	12,685
Disposal of subsidiary	(12,685)
Balance at 30 June 2020	-
<b>Accumulated amortisation</b>	
Balance at 1 July 2018, 30 June 2019 and 1 July 2019	1,043
Disposal of subsidiary	(1,043)
Balance at 30 June 2020	-
<b>Accumulated impairment loss</b>	
Balance at 1 July 2018, 30 June 2019 and 1 July 2019	11,642
Disposal of subsidiary	(11,642)
Balance at 30 June 2020	-
<b>Net carrying value</b>	
<b>Balance at 30 June 2019 and 30 June 2020</b>	<b>-</b>

Prepayment for rights, interest in and ownership of granite as at 30 June 2019 relates to amounts paid for the 100% of rights, interest in and ownership of granite paid to PT Kawasan Dinamika Harmonitama ("KDH") by Equation Resources Pte. Ltd. ("ERPL"), an 81.6% owned subsidiary.

The prepayment of rights, interest in and ownership of granite is amortised proportionately based on the quantity of the granite sold during the period over the estimated granite reserve of 15 million tonnes.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 16 OTHER NON-CURRENT ASSETS (CONT'D)

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(a) Prepayment for rights, interest in and ownership of granite (cont'd)

On 22 March 2012, ERPL commenced arbitration proceedings against KDH by filing a Notice of Arbitration with the Singapore International Arbitration Centre ("SIAC"). ERPL is claiming against KDH for contractual damages for KDH's breaches of a sale and purchase co-operation agreement dated 5 February 2009 and supplemental agreement thereto dated 13 November 2009 for the purchase of the rights, ownership and interest in granite obtained and extracted by KDH ("Extracted Granite") from a mining area in the District of Meral, Karimun Regency, a province of the Riau Islands, in the Republic of Indonesia.

On 27 March 2012, ERPL obtained an interim injunction against KDH from the High Court of Singapore restraining KDH from disposing or dissipating the Extracted Granite and KDH's plant and machinery, until the arbitration tribunal may be constituted to hear the case or make any further interim orders. The oral hearing and post-hearing submission to arbitration tribunal were completed in early November 2013.

On 28 January 2014, ERPL announced that SIAC has awarded in favour of the Company, in respect of its claims against KDH arising from KDH's breaches of the Agreement ("Award"). Under the Award, KDH has been ordered to pay the Company a total sum of \$13,086,000 plus interest of 6% per annum.

On 11 September 2015, ERPL had registered the Award at Central Jakarta District Court and the Group is presently at the stage of enforcement of proceedings of the final arbitral award against KDH in Indonesia and the success of enforcement of the Award is dependent on the outcome of the proceedings.

In 2017, the management had made an assessment of the carrying value of prepayment for rights, interest in and ownership of granite for indications of impairment. Based on this assessment, the Group's other non-current assets had been fully impaired during the financial year ended 30 June 2017 as the management has taken the view that the recovery of the carrying value of the prepayment is deemed unlikely due to the uncertainty of the outcome of the proceedings of enforcement of the Award.

From 2016 to 2018, the Group was in the process of preparation to file Petition for Suspension of Debt Payment Obligations against KDH before the Commercial Court of Medan District Court as the creditor of KDH. In 2019, after further assessment on the financial status of KDH, the Group decided to stop the enforcement of the Award as there is no financial incentive in return.

During the financial year, the disposal of ERPL resulted in the derecognition of the above-mentioned prepayment for rights, interest in and ownership of granite.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 16 OTHER NON-CURRENT ASSETS (CONT'D)

- (b) Prepayment for right on use of plant and machinery

	<b>Group \$'000</b>
<b>Cost</b>	
Balance at 1 July 2018, 30 June 2019 and 1 July 2019	815
Disposal of subsidiary	(815)
Balance at 30 June 2020	-
<b>Accumulated amortisation</b>	
Balance at 1 July 2018, 30 June 2019 and 1 July 2019	815
Disposal of subsidiary	(815)
Balance at 30 June 2020	-
<b>Net carrying value</b>	
<b>Balance at 30 June 2019 and 30 June 2020</b>	<b>-</b>

Prepayment for rights on the use of plant and machinery relates to contribution to the cost in exchange for the right on the use of plant and machinery for the exploration and exploitation of land and the extraction of granite in Indonesia pursuant to the agreement with KDH.

The rights on the use of plant and machinery are amortised in profit or loss on a straight-line basis over their estimated useful lives of 7 years and has been fully amortised.

During the financial year, the disposal of ERPL resulted in the derecognition of the above-mentioned prepayment for rights on use of plant and machinery.

- (c) Club membership is held in trust by a director of the Company.

## 17 INVENTORIES

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>
Finished goods	<b>1,307</b>	-

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 18 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Trade receivables – Third parties	1,208	4,260	-	-
Less: Allowance for impairment loss (Note 32)	(2)	(4,163)	-	-
	<b>1,206</b>	97	-	-
Other receivables – Third parties <sup>(a)</sup>	297	1,063	297	109
Less: Allowance for impairment loss (Note 32)	(80)	(1,063)	(80)	(109)
	<b>217</b>	-	<b>217</b>	-
	<b>1,423</b>	97	<b>217</b>	-

<sup>(a)</sup> Other receivables consist mainly of the consideration of \$203,000 receivable from a third party for the disposal of EEPL during the financial year, which was fully received subsequent to the end of the reporting period (Note 14).

## 19 OTHER CURRENT ASSETS

	Group		Company (Reclassified)	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Deposit for trade purchases	-	68	-	-
Refundable deposits <sup>(a)</sup>	113	113	48	58
Deposit paid to secure potential investment <sup>(b)</sup>	-	1,000	-	1,000
Less: Allowance for impairment loss (Note 32)	-	(1,000)	-	(1,000)
	-	-	-	-
Deposit for an investment <sup>(c)</sup>	-	150	-	-
Prepayments	112	134	22	32
Other recoverable <sup>(d)</sup>	-	703	-	-
Less: Allowance for impairment loss (Note 32)	-	(681)	-	-
	-	22	-	-
Interest receivables	-*	103	-*	85
Lease receivable	83	-	-	-
Grant receivables	52	-	18	-
Amount due from non-controlling interest	-	43	-	-
Less: Allowance for impairment loss (Note 32)	-	(43)	-	-
	-	-	-	-
Amount due from subsidiaries <sup>(e)</sup>	-	-	199	43,582
Less: Allowance for impairment loss (Note 32)	-	-	-	(43,471)
	-	-	199	111
	<b>360</b>	590	<b>287</b>	286

\* Amount below \$1,000

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 19 OTHER CURRENT ASSETS (CONT'D)

- (a) Refundable deposits consist mainly of rental deposits.
- (b) On 30 October 2012, the Company had entered into a sales and purchase agreement ("S&P") with 2 individual third parties ("Vendors") to purchase 55% of equity shares (440,000 shares) of EIKA (Singapore) Pte. Ltd. ("EIKA") from the Vendors at a purchase consideration of \$1,000,000 ("Purchase Price"). Based on the S&P, the Purchase Price had been derived based on the projected net tangible assets ("NTA") of EIKA of \$2,000,000. The Purchase Price was to be adjusted based on a formula stipulated in the S&P if the actual NTA is less than \$2,000,000. As a result, the Group was entitled to a refund amount of \$969,381 based on the audited NTA, but the amount was not refunded by the Vendors. The shares were transferred to and registered in the name of the Company on 20 November 2012.

Legal proceeding was then brought against the Vendors to claim back the amount and the court case was resolved on 26 November 2016 that the Vendors had to repay \$969,381 plus 5.33% per annum interest from date of writ (i.e. 14 May 2014) to the Company.

The Company also commenced bankruptcy application against one of the Vendors and both Vendors have since been made bankrupts and ceased to be directors of EIKA. With effect from 21 January 2019, the board of directors of EIKA only comprised 2 directors, who are both representatives from the Group.

In June 2020, the Company completed the transfer of its entire shareholding interest in EIKA to a non-related party for a cash consideration of \$1. As a result of the transfer, the deposit was derecognised.

- (c) Deposit for an investment in unquoted shares which was completed during the current financial year (Note 15).
- (d) Other recoverable consists mainly of prepayment in relation to sand business in the supply of construction materials segment amounting to \$681,000. This amount had been fully impaired in prior years, and have been derecognised during the current financial year as a result of the disposal of Equation Resources Pte. Ltd..
- (e) The amounts due from subsidiaries are non-trade loans, which are interest-free, unsecured and repayable on demand. These amounts are expected to be settled in cash.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 20 CASH AND BANK BALANCES

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
Bank and cash balances	2,320	1,898	703	342
Fixed deposits	3,690	11,127	3,690	8,367
Total cash and bank balances	6,010	13,025	4,393	8,709

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2020	2019
	\$'000	\$'000
Cash and bank balances	6,010	13,025
Less: Pledged fixed deposits	(2,354)	(50)
Cash and cash equivalents	3,656	12,975

Cash and bank balances comprise cash and fixed deposits held by the Group. Short-term fixed deposits have original maturity of 12 months or less and are readily convertible to cash. The carrying amounts of these assets approximate their fair values.

Short-term fixed deposits bear average interest rate of 0.05% to 1.11% (2019: 0.50% to 2.99%) per annum and for a tenure of approximately 1 to 18 months (2019: 1 to 11 months), without significant risk of changes in value.

As at 30 June 2020, fixed deposits of \$2,354,000 (2019: \$50,000) are pledged to banks for performance guarantee granted to the Group.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 21 BORROWINGS

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<i>Non-current</i>				
Finance lease liabilities <sup>(a)</sup>	-	149	-	149
Lease liabilities	440	-	388	-
	440	149	388	149
<i>Current</i>				
Finance lease liabilities <sup>(a)</sup>	-	29	-	29
Lease liabilities	372	-	180	-
Convertible bonds <sup>(b)</sup>	-	-	-	-
	372	29	180	29
	812	178	568	178

- (a) Finance lease liabilities were reclassified to lease liabilities on 1 July 2019 arising from the adoption of SFRS(I) 16. The impact of adoption is disclosed in Note 3.

	Group and Company 2019	
	Minimum lease payments \$'000	Present value of lease payments \$'000
Not later than one financial year	36	29
Later than one financial year but not later than five financial years	137	123
More than five years	27	26
Total minimum lease payments	200	178
Less: Future finance charges	(22)	-
Present value of finance lease liabilities	178	178
Representing finance lease liabilities:		
Current	29	
Non-current	149	
	178	
Effective interest rates	4.22% - 4.40%	

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 21 BORROWINGS (CONT'D)

- (a) The net book values of equipment acquired and held as security under finance lease agreements as at 30 June 2019 are disclosed in Note 12.

Based on the discounted cash flow analysis using market interest rates for similar finance lease agreements at the balance sheet date, the fair values of finance lease liabilities at the balance sheet date approximated their carrying amounts as the market interest rate at the balance sheet date was close to the effective interest rate of the Group's existing finance lease liabilities. This fair value measurement for disclosures purpose was categorised in Level 3 of the fair value hierarchy as at 30 June 2019.

- (b) The bonds matured on 23 December 2018 and the Company redeemed all outstanding Redeemable Convertible Bonds and accrued interests in cash.

## 22 TRADE AND OTHER PAYABLES

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Trade payable – third parties	31	898	-	-
Other payables				
- director	5	16	5	16
- third parties	89	296	77	104
	<b>125</b>	1,210	<b>82</b>	120
Deposit received	19	18	4	4
Deferred grant income	115	-	50	-
Others	-	4	-	-
	<b>259</b>	1,232	<b>136</b>	124

In previous financial year, included in the trade payables was an amount of \$289,000 which was payable to KDH (Note 16).

The other payable due to a director is unsecured, interest-free and is repayable on demand. This amount is expected to be settled in cash.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 23 ACCRUALS

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
Accrued staff costs	174	133	103	44
Accrued operating expenses	334	385	255	331
	<b>508</b>	<b>518</b>	<b>358</b>	<b>375</b>

## 24 PROVISIONS

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
<u>Current</u>				
Legal claims I <sup>(a)</sup>	-	19	-	-
Legal claims II <sup>(b)</sup>	-	515	-	-
Reinstatement cost <sup>(c)</sup>	137	137	137	137
	<b>137</b>	<b>671</b>	<b>137</b>	<b>137</b>

<sup>(a)</sup> Legal claim I

In response to arbitration claim by a subsidiary, ERPL, for the loss and damages arising from unpaid charter hire and liquidated damages in 2013, the respondent customer made a counter claim for an amount in excess of the amount claimed by ERPL, and a provision was made in financial year 2017 for the excess amount. In the financial year 2019, the arbitrator has delivered a final arbitration award plus costs in favour of ERPL totaling \$442,000 and dismissed the counter claim by the customer. The Company has also entered a judgement in court in respect of the sums awarded, but did not proceed with enforcement due to likely difficulties, and therefore no receivables were recorded as at 30 June 2019 to reflect the potential recovery of costs and amounts due. In 2019, the provision for the counter claim amounting to \$178,000 was reversed and included in other income.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 24 PROVISIONS (CONT'D)

### (a) Legal claim I (cont'd)

Movements in provision for legal claim I are as follows:

	<b>Group</b>	
	<b>2020</b>	2019
	<b>\$'000</b>	<b>\$'000</b>
Balance at beginning of financial year	19	189
Provision made	-	8
Reversal of provision	-	(178)
Derecognition as a result of disposal of subsidiary	<b>(19)</b>	-
Balance at end of financial year	<b>-</b>	<b>19</b>

### (b) Legal claim II

A customer of ERPL made an arbitration claim for breach of a fixture note as well as for loss and damage suffered. On 25 June 2016, the Singapore International Arbitration Centre ("SIAC") had awarded in favour of the customer of the subsidiary in respect of its claims amounting to \$515,000 which was included in other liabilities at the reporting date.

Movements in provision for legal claim II are as follows:

	<b>Group</b>	
	<b>2020</b>	2019
	<b>\$'000</b>	<b>\$'000</b>
Balance at beginning of financial year	515	510
Provision made	-	5
Derecognition as a result of disposal of subsidiary	<b>(515)</b>	-
Balance at end of financial year	<b>-</b>	<b>515</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 24 PROVISIONS (CONT'D)

### (c) Provision for reinstatement costs

The provision for reinstatement costs represents the present value of management's best estimate of the future outflow of economic benefits that will be required to reinstate leased property to its original state. The estimate has been made on the basis of quote obtained from an external contractor. The unexpired term of the leases is 3 years. The unwinding of discount is not significant.

There were no movement in provision for reinstatement cost.

## 25 DEFERRED TAX LIABILITIES

The movements in the deferred tax liabilities are as follows:

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>
Balance at 1 July	-	1,790
Recognised in profit or loss (Note 10)	-	(1,790)
Balance at 30 June	-	-

In the previous financial year, the aggregate amount of temporary differences associated with intangible assets of \$1,790,000 had been fully reversed.

## 26 SHARE CAPITAL

	<b>Group and Company</b>			
	<b>2020</b>		<b>2019</b>	
	<b>Number of issued shares ('000)</b>	<b>Total share capital \$'000</b>	<b>Number of issued shares ('000)</b>	<b>Total share capital \$'000</b>
<u>Issued and fully paid up</u>				
- Ordinary shares with no par value				
Balance at 1 July and 30 June	<b>10,038,683</b>	<b>58,680</b>	10,038,683	58,680

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 27 OTHER RESERVES

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Currency translation reserve <sup>(a)</sup>	1	9	-	-
Capital reserve <sup>(b)</sup>	241	977	241	241
Share options reserve <sup>(c)</sup>	4,272	3,530	4,272	3,530
	<b>4,514</b>	<b>4,516</b>	<b>4,513</b>	<b>3,771</b>

<sup>(a)</sup> ***Currency translation reserve***

Exchange differences relating to the translation from the functional currencies of the Group's foreign subsidiaries into Singapore dollar are brought to account by recognising those exchange differences in other comprehensive income and accumulating them in a separate component in equity under the header of currency translation reserve.

<sup>(b)</sup> ***Capital reserve***

The capital reserve pertains to the excess of net assets over consideration paid arising from the acquisition of remaining interests in a subsidiary, debt waiver by a non-controlling interest of the Company's subsidiary recognised directly in equity, and transfer from equity portion of convertible bonds derecognised.

<sup>(c)</sup> ***Share option reserve***

The share option reserve arises due to the grant of share options to employees under the employee share option plan.

Further information about share-based payments to employees is disclosed in Note 28.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 28 SHARE-BASED PAYMENTS

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### *DISA Employee Share Option Scheme (the "DISA ESOS")*

The ECL ESOS ("ECL ESOS 2010") was approved and adopted by members of the Company at an Extraordinary General Meeting ("EGM") held on 28 October 2010 ("Date of Adoption"). The ESOS 2010 shall continue to be in force at the discretion of the Company subject to a maximum period of 10 years commencing from the Date of Adoption till 27 October 2020.

The ESOS 2010 replaced the ECL ESOS that was approved and adopted by members of the Company at an EGM held on 23 December 1999. The ECL ESOS 1999 expired on 22 December 2009. Subsequently, ECL ESOS has been renamed to DISA ESOS with effect from 13 February 2017.

Other information regarding the DISA ESOS is set out below:

- 1) The exercise price of the options can be set at a discount not exceeding 20% of the weighted-average of the last-dealt price for a share for the three (3) consecutive days immediately preceding the date of grant in respect of options granted at the time of grant.
- 2) The aggregate number of ordinary shares which may be allotted and issued upon the exercise of options granted pursuant to the DISA ESOS of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
- 3) Options granted to and accepted by executives, directors and employees in respect of an option granted with a subscription price at the market price will be exercisable after the first anniversary of the offer date of that option. Options granted to and accepted by executives, directors and employees in respect of an option granted with a subscription price at a discount to the market price will only be exercisable after the second anniversary of the offer date of that option.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 28 SHARE-BASED PAYMENTS (CONT'D)

### *DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)*

- 4) As announced by the Company on 27 August 2019, the vesting period for options granted after October 2017 has been adjusted to create better retention of talent and knowledge according to the following vesting schedule.

		<b>New Vesting Period</b>	
	<b>Vesting schedule</b>	<b>Percentage of options which are exercisable</b>	
		<b>Directors %</b>	<b>Employees %</b>
Options which are exercisable at no discount to the market price	On or after the first anniversary of the date of grant	33.30	25
	On or after the second anniversary of the date of grant	33.30	25
	On or after the third anniversary of the date of grant	33.40	25
	On or after the fourth anniversary of the date of grant	Not applicable	25
Options which are exercisable at a discount to the market price	On or after the first anniversary of the date of grant	Not applicable	Not applicable
	On or after the second anniversary of the date of grant	33.30	25
	On or after the third anniversary of the date of grant	33.30	25
	On or after the fourth anniversary of the date of grant	33.40	25
	On or after the fifth anniversary of the date of grant	Not applicable	25

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 28 SHARE-BASED PAYMENTS (CONT'D)

### *DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)*

- 5) The options granted will expire after 10 years from the offer date of the option for executives, directors and employees of the Company and its subsidiaries.

Movement in the number of share options and their related weighted average exercise prices is as follows:

2020

<b>Date of grant</b>	<b>Balance as at 1 July 2019</b>	<b>Additions</b>	<b>Options forfeited</b>	<b>Balance as at 30 June 2020</b>	<b>Exercise price per share (\$)</b>	<b>Exercisable period</b>
<i>ESOS 2010</i>						
8 January 2015	7,500,000	-	-	<b>7,500,000</b>	0.00600	8 January 2016 to 7 January 2025
8 December 2016	10,000,000	-	(4,000,000)	<b>6,000,000</b>	0.01110	8 December 2017 to 7 December 2026
16 March 2017	4,000,000	-	(2,000,000)	<b>2,000,000</b>	0.03010	16 March 2018 to 15 March 2027
3 April 2017	8,000,000	-	-	<b>8,000,000</b>	0.02920	3 April 2018 to 2 April 2027
3 July 2017	4,000,000	-	(1,000,000)	<b>3,000,000</b>	0.01350	3 July 2018 to 2 July 2027
1 November 2017	135,000,000	-	(41,000,000)	<b>94,000,000</b>	0.01420	1 November 2018 to 31 October 2027
13 November 2017	4,000,000	-	-	<b>4,000,000</b>	0.01360	13 November 2018 to 12 November 2027
28 November 2017	18,000,000	-	(4,500,000)	<b>13,500,000</b>	0.01290	28 November 2018 to 27 November 2027
11 July 2018	13,000,000	-	(8,000,000)	<b>5,000,000</b>	0.00900	11 July 2019 to 10 July 2028
6 August 2018 <sup>(1)</sup>	20,000,000	-	-	<b>20,000,000</b>	0.00720	6 August 2020 to 5 August 2028
17 October 2018	521,000,000	-	(118,000,000)	<b>403,000,000</b>	0.00500	17 October 2019 to 16 October 2028
11 January 2019	20,000,000	-	-	<b>20,000,000</b>	0.00300	11 January 2020 to 10 January 2029
1 July 2019	-	16,000,000	-	<b>16,000,000</b>	0.00200	1 July 2020 to 30 June 2029
19 December 2019	-	740,000,000	-	<b>740,000,000</b>	0.00200	19 December 2020 to 18 December 2029
	<b>764,500,000</b>	<b>756,000,000</b>	<b>(178,500,000)</b>	<b>1,342,000,000</b>		

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 28 SHARE-BASED PAYMENTS (CONT'D)

### *DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)*

Movement in the number of share options and their related weighted average exercise prices is as follows (cont'd):

2019

<b>Date of grant</b>	<b>Balance as at 1 July 2018</b>	<b>Additions</b>	<b>Options forfeited</b>	<b>Balance as at 30 June 2019</b>	<b>Exercise price per share (\$)</b>	<b>Exercisable period</b>
<i>ESOS 2010</i>						
8 January 2015	7,500,000	-	-	7,500,000	0.00600	8 January 2016 to 7 January 2025
8 December 2016	18,000,000	-	(8,000,000)	10,000,000	0.01110	8 December 2017 to 7 December 2026
8 December 2016 <sup>(1)</sup>	8,000,000	-	(8,000,000)	-	0.00999	8 December 2018 to 7 December 2026
16 March 2017	6,000,000	-	(2,000,000)	4,000,000	0.03010	16 March 2018 to 15 March 2027
3 April 2017	8,000,000	-	-	8,000,000	0.02920	3 April 2018 to 2 April 2027
3 July 2017	5,500,000	-	(1,500,000)	4,000,000	0.01350	3 July 2018 to 2 July 2027
1 November 2017	189,000,000	-	(54,000,000)	135,000,000	0.01420	1 November 2018 to 31 October 2027
13 November 2017	4,000,000	-	-	4,000,000	0.01360	13 November 2018 to 12 November 2027
28 November 2017	26,000,000	-	(8,000,000)	18,000,000	0.01290	28 November 2018 to 27 November 2027
11 July 2018	-	13,000,000	-	13,000,000	0.00900	11 July 2019 to 10 July 2028
6 August 2018 <sup>(1)</sup>	-	51,000,000	(31,000,000)	20,000,000	0.00720	6 August 2020 to 5 August 2028
17 October 2018	-	526,500,000	(5,500,000)	521,000,000	0.00500	17 October 2019 to 16 October 2028
11 January 2019	-	20,000,000	-	20,000,000	0.00300	11 January 2020 to 10 January 2029
	<u>272,000,000</u>	<u>610,500,000</u>	<u>(118,000,000)</u>	<u>764,500,000</u>		

(1) These share options were granted at a 10% discount.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 28 SHARE-BASED PAYMENTS (CONT'D)

### *DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)*

Movement in the number of share options and their related weighted average exercise prices is as follows (cont'd):

Out of the outstanding options for 1,342,000,000 (2019: 764,500,000) shares, options for 191,250,000 (2019: 73,999,500) shares are exercisable at the end of the reporting period. The weighted average share price at the time of exercise is \$0.00933 (2019: \$0.00815) per share. The fair value of options granted in 2020 was \$772,000 (2019: \$3,777,000).

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on a Black Scholes Model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

### *Fair value of share options and assumptions*

#### 2020

<b>Date of grant options</b>	<b>1 July 2019</b>	<b>19 December 2019</b>
Fair value of measurement date (\$'000)	32	740
Share price	\$0.002	\$0.001
Exercise price	\$0.002	\$0.002
Expected volatility	440%	440%
Expected option life	6 - 9 years	7 - 9 years
Expected dividends	0%	0%
Risk-free interest rate	2.625%	2.625%

#### 2019

<b>Date of grant options</b>	<b>11 July 2018</b>	<b>6 August 2018</b>	<b>17 October 2018</b>	<b>11 January 2019</b>
Fair value of measurement date (\$'000)	130	408	3,159	80
Share price	\$0.0100	\$0.0080	\$0.0060	\$0.0040
Exercise price	\$0.0090	\$0.0072	\$0.0050	\$0.0030
Expected volatility	407%	407%	407%	407%
Expected option life	6 - 9 years	5 - 8 years	6 - 9 years	6 - 9 years
Expected dividends	0%	0%	0%	0%
Risk-free interest rate	2.625%	2.645%	2.875%	2.875%

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 28 SHARE-BASED PAYMENTS (CONT'D)

### *DISA Employee Share Option Scheme (the "DISA ESOS") (cont'd)*

The expected volatility is based on the historic volatility (calculated based on the weighted average expected life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the measurement of the fair value of the services to be received at the grant date.

### *DISA Performance Shares Scheme (the "DISA PS Scheme")*

The DISA PS Scheme was approved by the members of the Company at an EGM held on 31 October 2008 and renewed on 26 October 2018 ("Date of Renewal").

The DISA PS Scheme differs from the existing DISA ESOS in that it allows the Company to target specific performance objectives and to provide an incentive for participants in the DISA PS Scheme ("Participants") to achieve these targets. The DISA ESOS, on the other hand, provides a more broad-based incentive that is based on the overall performance of the Company. The DISA PS Scheme is not intended to replace the existing DISA ESOS, but to complement it.

The Company has the flexibility to either issue and deliver new shares of the Company, or purchase and deliver existing shares of the Company to Participants upon the vesting of the shares awarded.

Participants will receive fully paid shares of the Company, provided that certain prescribed performance targets are met within a prescribed period.

A Participant's award of shares under the DISA PS Scheme (the "Award") will be determined at the sole discretion of the DISA PS Scheme Committee, which will oversee and administer the DISA PS Scheme.

During and at the end of the financial year, no awards were granted under the DISA PS Scheme.

The principal terms of the DISA PS Scheme are:

#### Size and duration

- 1) The aggregate number of Award shares to be delivered to the vesting of the Award on any date, when added to the number of shares issued and/or issuable under such other share-based incentive schemes (including the DISA ESOS) of the Company shall not exceed 15% of the issued shares of the Company on the day preceding that date.
- 2) The aggregate number of Award shares available to eligible controlling shareholders and their associates under the DISA PS Scheme shall not exceed 25% of the shares available under this DISA PS Scheme. In addition, the number of Award shares available to each such controlling shareholder or his associate shall not exceed 10% of the shares available under this DISA PS Scheme.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 28 SHARE-BASED PAYMENTS (CONT'D)

### *DISA Performance Shares Scheme (the "DISA PS Scheme") (cont'd)*

#### Size and duration (cont'd)

- 3) The DISA PS Scheme shall continue to be in force at the discretion of the DISA PS Scheme Committee, subject to a maximum period of 10 years commencing on the Date of Renewal (expiring on 25 October 2028) of the DISA PS Scheme, provided always that the DISA PS Scheme may continue beyond the above stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

#### Participants of the DISA PS Scheme

In respect of the DISA PS Scheme, the following persons shall be eligible to participate:

- 1) Employees of the Company and its subsidiaries who have been employed for a minimum of 1 year or such shorter period as the DISA PS Scheme Committee may determine and have attained the age of 21 years on or before the date of commencement of the DISA PS Scheme;
- 2) Executive Directors of the Company and its subsidiaries; and
- 3) Non-Executive Directors (including Independent Directors) of the Company and its subsidiaries.

## 29 LEASE COMMITMENTS

### (a) The Group and Company are lessees

The Group and the Company lease office units from related and non-related parties under non-cancellable operating lease agreements. The leases have an average tenure of between one to four years, varying terms and renewals options. No restrictions are imposed on dividends or further leasing.

Commitments in relation to non-cancellable operating leases contracted for as at 30 June 2019, but not recognised as liabilities, were as follows:

	<b>Group</b>	<b>Company</b>
	<b>2019</b>	<b>2019</b>
	<b>\$'000</b>	<b>\$'000</b>
Not later than one financial year	578	179
Later than one financial year but not later than five financial years	1,063	506
	<b>1,641</b>	<b>685</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 29 LEASE COMMITMENTS (CONT'D)

### (a) The Group and Company are lessees (cont'd)

As disclosed in Note 3, the Group and the Company have adopted SFRS(I) 16 on 1 July 2019. These lease payments have been recognised as right-of-use assets and lease liabilities on the statements of financial position as at 1 July 2019, except for short term and low value assets leases.

### (b) The Group is a lessor

The Group sub-leases part of its leased office to non-related parties. These non-cancellable leases have remaining lease terms within 5 years. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

The future minimum rental receivables under non-cancellable operating leases contracted as at 30 June 2019 but not recognised as receivables, are as follows:

	<b>Group</b>
	<b>2019</b>
	<b>\$'000</b>
Not later than one financial year	89
Later than one financial year but not later than five financial years	137
	<b>226</b>

## 30 CONTINGENT LIABILITIES

On 17 June 2016, the liquidator of M3 Electronics GmbH ("M3"), a former Germany-incorporated indirect subsidiary of the Group which filed for insolvency in 2015, commenced legal proceedings in the Regional Courts of Germany against the Company, to claim a sum of €1.5 million, plus interest thereon at 5% above the basis interest per annum from 11 January 2016 till date of payment, and costs of proceedings, as the liquidator alleged that the financial obligations of M3 was guaranteed by the Company.

On 21 September 2018, the district court of Frankfurt had dismissed the case due to the lack of jurisdiction of the German Courts/the Court in Frankfurt. The plaintiff had filed an appeal to the Court of Appeal in Frankfurt, whom have dismissed the case on 11 August 2020, again based on the lack of jurisdiction of the German Courts/the Court in Frankfurt. The one-month deadline for the plaintiff to appeal to the Supreme Court in Frankfurt had lapsed and the Group's German legal counsel had written to the Supreme Court in Frankfurt on 23 September 2020 to request for a written confirmation that the decision from the Court of Appeal on 11 August 2020 is final.

The Group had been advised by its German legal counsel that the Group had no further financial obligation towards M3 and accordingly no provision for any liability had been made in these financial statements and M3 is no longer consolidated in the Group financials nor disclosed as a subsidiary in notes to the financial statements.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 31 RELATED PARTY TRANSACTIONS

- (a) In addition to information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties, who are not members of the Group during the financial year on terms agreed by the parties concerned:

	<b>Group</b>	
	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
<b>With a related party</b>		
Rental paid – leasehold properties	<b>148</b>	146
<b>With a director of the Company</b>		
Rental paid – leasehold properties	<b>22</b>	22

Other related parties comprise mainly companies which are controlled by the Group's director.

- (b) Key management personnel compensation

Total key management personnel compensation is analysed as follows:

	<b>Group</b>	
	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
Salaries and bonuses	<b>1,922</b>	2,416
Employer's contribution to defined contribution plans	<b>82</b>	100
Fees and other benefits	<b>170</b>	253
Share-based payments	<b>772</b>	1,614
Termination benefits	<b>113</b>	-
	<b>3,059</b>	4,383

The key management personnel comprise directors of the Company and its subsidiaries, senior management of the Company such as Chief Financial Officer, General Managers and others, and their compensation is disclosed as above.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS

### *Categories of financial instruments*

Financial instruments at their carrying amounts at the end of the reporting period are as follows:

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
<i>Financial assets</i>				
Financial assets at fair value through other comprehensive income	150	-	-	-
Financial assets at amortised costs	7,659	13,578	4,843	8,963
	<b>7,809</b>	<b>13,578</b>	<b>4,843</b>	<b>8,963</b>
<i>Financial liabilities</i>				
At amortised cost	1,329	1,841	915	649

### *Financial risk management*

The Group is exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Group's overall financial risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance. The policies for managing each of these risks are summarised below. The Board review and agree policies and procedures for the management of these risks.

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

#### *Foreign exchange risk*

The Group has currency exposures arising from transactions, assets and liabilities that are denominated in currencies other than the respective functional currencies of entities in the Group. The foreign currencies in which the Group's currency risk arises are mainly United States Dollar ("USD"). The Group does not hedge against foreign exchange exposure as the currency risk is not expected to be significant.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Foreign exchange risk (cont'd)*

At the end of reporting period, the Group has the following financial assets and financial liabilities denominated in foreign currencies based on information provided to key management:

<i>Denominated in:</i>	<b>Group USD \$'000</b>	<b>Company USD \$'000</b>
<b>At 30 June 2020</b>		
<i>Financial assets</i>		
Cash and bank balances	1,289	516
Trade and other receivables	280	-*
	1,569	516
<i>Financial liabilities</i>		
Trade and other payables	(3)	-
Accruals	(45)	-
	(48)	-
<b>Net financial assets denominated in USD</b>	<b>1,521</b>	<b>516</b>
<i>Denominated in:</i>	<b>Group USD \$'000</b>	<b>Company USD \$'000</b>
<b>At 30 June 2019</b>		
<i>Financial assets</i>		
Cash and bank balances	3,891	2,117
Trade and other receivables	89	-
Other current assets	83	20
	4,063	2,137
<i>Financial liabilities</i>		
Trade payables	(159)	-
Accruals	(20)	-
	(179)	-
<b>Net financial assets denominated in USD</b>	<b>3,884</b>	<b>2,137</b>

\* Amounts below \$1,000

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Foreign exchange risk (cont'd)*

The following table demonstrates the sensitivity to a reasonably possible change in the USD exchange rates against the respective functional currencies of the Group's entities, with all other variables held constant, of the Group's loss after tax:

			Group		Company	
			Increase/(decrease) in loss after tax		Increase/(decrease) in loss after tax	
			2020	2019	2020	2019
			\$'000	\$'000	\$'000	\$'000
USD/SGD	-	strengthened 10% (2019: 10%)	(126)	(322)	(43)	(177)
	-	weakened 10% (2019: 10%)	126	322	43	177

#### *Interest rate risk*

The Group's exposure to interest rate risk arises primarily from their borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk (i.e. the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates). Borrowings at fixed rates expose the Group to fair value interest rate risk (i.e. the risk that the value of a financial instrument will fluctuate due to changes in market rates). The Group's policy is to obtain most favourable interest rate available whenever the Group obtains additional financing through bank borrowings. The interest rates and terms of maturity and repayment of borrowings of the Group are disclosed in Note 21. The Group does not utilise derivatives to mitigate its interest rate risk.

As the Group has no significant interest-bearing assets, the Group's income is substantially independent of changes in market interest rates.

#### *Credit risk*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Credit risk (cont'd)*

#### Concentration of credit risk and maximum exposure

The Group does not have significant credit exposure except that the Group's 2 (2019: 1) largest trade receivables represented 83% (2019: 64%) of total trade receivables.

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

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("ECL"):

<b>Description of evaluation of financial assets</b>	<b>Basis for recognition and measurement of ECL</b>
Debtors has a low risk of default and does not have any past due amount	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
Contractual payments are more than 90 days past due or there is evidence of credit impairment	Lifetime ECL - credit-impaired
There is evidence indicating that the Company has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings	Write-off

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Credit risk (cont'd)*

#### Significant increase in credit risk

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

In particular, the Group considers the following information when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the operating results/key financial performance ratios of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if it has an internal or external credit rating of "investment grade" as per globally understood definition, or the financial asset has a low risk of default; the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

#### Definition of default

The Group considers information developed internally or obtained from external sources that indicates that the debtor is unlikely to pay its creditors, including the Group as constituting an event of default for internal credit risk management purposes. Based on historical experience, it indicates that receivables that meet the criteria are generally not recoverable.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Credit risk (cont'd)*

#### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

#### *Estimation techniques and significant assumptions*

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowance.

Movements in credit loss allowance are as follows:

	Trade receivables \$'000	Other receivables \$'000	Other current assets \$'000	Total \$'000
<b>Group</b>				
Balance at 1 July 2018	4,170	1,122	1,881	7,173
Loss allowance measured:				
Lifetime ECL				
- credit-impaired	-	1	37	38
Receivables written off as uncollectable	(7)	(60)	(191)	(258)
Currency translation differences	-	-	(3)	(3)
Balance at 30 June 2019	4,163	1,063	1,724	6,950
Loss allowance measured/(reversed):				
Lifetime ECL				
- simplified approach	(126)	-	-	(126)
Disposal of subsidiaries	(1,664)	(953)	(1,724)	(4,341)
Receivables written off as uncollectable	(2,371)	(32)	-	(2,403)
Currency translation differences	-	2	-	2
<b>Balance at 30 June 2020</b>	<b>2</b>	<b>80</b>	<b>-</b>	<b>82</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

*Financial risk management (cont'd)*

*Credit risk (cont'd)*

*Estimation techniques and significant assumptions (cont'd)*

Movements in credit loss allowance are as follows (cont'd):

	Other receivables \$'000	Other current assets \$'000	Total \$'000
<b>Company</b>			
Balance at 1 July 2018	108	44,576	44,684
Loss allowance measured:			
Lifetime ECL			
- credit-impaired	1	-	1
Receivables written off as uncollectable	-	(30)	(30)
Currency translation differences	-*	(75)	(75)
Balance at 30 June 2019	109	44,471	44,580
Loss allowance measured:			
Lifetime ECL			
- credit-impaired	-	5	5
Disposal of subsidiaries	-	(44,509)	(44,509)
Receivables written off as uncollectable	(32)	-	(32)
Currency translation differences	3	33	36
<b>Balance at 30 June 2020</b>	<b>80</b>	<b>-</b>	<b>80</b>

\* Amounts below \$1,000

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

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### *Financial risk management (cont'd)*

#### *Credit risk (cont'd)*

##### Trade receivables

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables.

The Group estimates the expected credit loss rates for each category of past due status of the debtors based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions.

In view of the current COVID-19 pandemic, the Group has considered the impact of the pandemic on the performance and liquidity of its trade receivables and in particular, whether there are significant decline in the repayment ability of its debtors. There has been no change in the estimation techniques or significant assumptions made during the current financial year, except for reassessments made of the current COVID-19 effects on the historical default rates of each past due category of its trade receivables.

The Group has recognised a loss allowance of 100% against all trade receivables over 1 year past due because historical experience has indicated that these receivables are generally not recoverable. A trade receivable is written off when there is information indicating that there is no realistic prospect of recovery from the debtor. The Group has written off trade receivables of \$2,371,000 (2019: \$7,000) against allowance for impairment previously recognised by the Group for specific debtors as a result of occurrence of credit impairment events during the current financial year. None of the trade receivables that have been written off is subject to enforcement activities.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Credit risk (cont'd)*

#### Other financial assets at amortised cost

Other financial assets at amortised costs include cash and bank balances, other receivables (excluding GST recoverable), other current and non-current assets (excluding prepayments).

The table below details the credit quality of the Group's and the Company's financial assets at amortised cost:

	12-month or lifetime ECL	Gross carrying amount \$'000	Loss allowance \$'000	Net carrying amount \$'000
<b>2020</b>				
<b>Group</b>				
Trade receivables	Lifetime ECL	1,208	(2)	1,206
Other receivables	Lifetime ECL	80	(80)	-
	12-month ECL	203	-	203
Other current assets	12-month ECL	196	-	196
Other non-current assets	12-month ECL	44	-	44
Cash and bank balances	N.A. (Exposure Limited)	6,010	-	6,010
<b>Company</b>				
Other receivables	Lifetime ECL	80	(80)	-
	12-month ECL	203	-	203
Other current assets	12-month	247	-	247
Cash and bank balances	N.A. (Exposure Limited)	4,393	-	4,393

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Credit risk (cont'd)*

The table below details the credit quality of the Group's and the Company's financial assets at amortised cost (cont'd):

	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
2019		\$'000	\$'000	\$'000
<b>Group</b>				
Trade receivables	Lifetime ECL	4,260	(4,163)	97
Other receivables	Lifetime ECL	1,063	(1,063)	-
Other current assets	Lifetime ECL	2,180	(1,724)	456
Cash and bank balances	N.A. (Exposure Limited)	13,025	-	13,025
<b>Company</b>				
Other receivables	Lifetime ECL	109	(109)	-
Other current assets	Lifetime ECL	44,725	(44,471)	254
Cash and bank balances	N.A. (Exposure Limited)	8,709	-	8,709

The credit loss exposure for cash and bank balances are immaterial as at 30 June 2020 and 2019.

#### *Liquidity risk*

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group manage the liquidity risk by maintaining sufficient cash to enable them to meet their normal operating commitments and having an adequate amount of committed credit facilities.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 32 FINANCIAL INSTRUMENTS (CONT'D)

### *Financial risk management (cont'd)*

#### *Liquidity risk (cont'd)*

The table below summarises the maturity profile of the Group's and Company's non-derivative financial liabilities at end of the reporting period based on contractual undiscounted repayment obligations.

	1 year or less \$'000	1 to 5 year \$'000	Over 5 years \$'000	Total \$'000
<b>Group</b>				
<b>2020</b>				
Trade and other payables	144	-	-	144
Accruals	372	-	-	372
Lease liabilities	416	459	11	886
	<b>932</b>	<b>459</b>	<b>11</b>	<b>1,402</b>
<b>2019</b>				
Trade and other payables	1,232	-	-	1,232
Accruals	518	-	-	518
Finance lease liabilities	36	137	27	200
	<b>1,786</b>	<b>137</b>	<b>27</b>	<b>1,950</b>
<b>Company</b>				
<b>2020</b>				
Trade and other payables	86	-	-	86
Accruals	262	-	-	262
Lease liabilities	212	407	11	630
	<b>560</b>	<b>407</b>	<b>11</b>	<b>978</b>
<b>2019</b>				
Trade and other payables	124	-	-	124
Accruals	375	-	-	375
Finance lease liabilities	36	137	27	200
	<b>535</b>	<b>137</b>	<b>27</b>	<b>699</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 33 FAIR VALUE OF ASSETS AND LIABILITIES

### (a) Fair value hierarchy

The Group analyse the fair value measurements by the levels in the fair value hierarchy based on the inputs to the valuation techniques. The different levels are defined as follows:

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

### (b) Fair value measurements of assets that are measured at fair value

The table below presents assets and liabilities measured and carried at fair value and classified by level of the following fair value measurement hierarchy:

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Group</b>				
<b>2020</b>				
<i>Financial assets</i>				
Financial assets at fair value through other comprehensive income				
- Unquoted equity shares	-	-	150	150
<b>2019</b>				
<i>Financial assets</i>				
Financial assets at fair value through other comprehensive income				
- Unquoted equity shares	-	-	-	-
<b>Company</b>				
<b>2020</b>				
<i>Financial assets</i>				
Financial assets at fair value through other comprehensive income				
- Unquoted equity shares	-	-	-	-
<b>2019</b>				
<i>Financial assets</i>				
Financial assets at fair value through other comprehensive income				
- Unquoted equity shares	-	-	-	-

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 33 FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

### (b) Fair value measurements of assets that are measured at fair value (cont'd)

The basis of determining fair value of financial assets at fair value through other comprehensive income for disclosure at end of the financial period is disclosed in Note 15.

### (c) Movement in Level 3 assets measured at fair value

	Unquoted equity investments	
	2020	2019
	\$'000	\$'000
Balance at beginning of financial year	-	-
Additions	150	-
Balance at end of financial year	150	-

### (d) Assets and liabilities not carried at fair value but which fair values are disclosed

The basis of determining fair value for disclosure for borrowings at end of the financial period is disclosed in Note 21.

The above does not include financial assets and financial liabilities whose carrying amounts measured on the amortised cost basis approximate their fair values due to their short-term nature and where the effect of discounting is immaterial.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 34 SEGMENT INFORMATION

The Group is organised into business units based on its products and services for management purposes. The reportable segments are technology, investment holding and others. Management monitors the operating results of its business units separately for making decisions about allocation of resources and assessment of performances of each segment.

The segment information provided to management for the reportable segments are as follows:

	Technology \$'000	Investment holding \$'000	Others \$'000	Consolidated \$'000
<b>2020</b>				
<b>Segment revenue:</b>				
Sales to external customers, representing total revenue	6,076	-	561	6,637
<b>Segment results, net of tax</b>	<b>(2,254)</b>	<b>(11,543)</b>	<b>129</b>	<b>(13,668)</b>
- Interest expense	(38)	(45)	-	(83)
- Depreciation and amortisation	(319)	(300)	-	(619)
<b>Other significant non-cash expenses</b>				
- Loss on disposal of subsidiaries	-	-	(8,283)	(8,283)
- Net impairment (losses)/gains on financial assets	(2)	-	128	126
- Share-based payment expenses	-	(742)	-	(742)
<b>Segment assets</b>	<b>5,101</b>	<b>5,434</b>	<b>-</b>	<b>10,535</b>
<b>Segment liabilities</b>	<b>(517)</b>	<b>(1,199)</b>	<b>-</b>	<b>(1,716)</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 34 SEGMENT INFORMATION (CONT'D)

	Technology \$'000	Investment holding \$'000	Others \$'000	Consolidated \$'000
<b>2019</b>				
<b>Segment revenue:</b>				
Sales to external customers, representing total revenue	441	-	67	508
<b>Segment results, net of tax</b>	<b>(12,334)</b>	<b>(4,800)</b>	<b>226</b>	<b>(16,908)</b>
- Interest expense	-	(569)	-	(569)
- Depreciation and amortisation	(1,532)	(116)	-	(1,648)
<b>Other significant non-cash expenses</b>				
- Net impairment losses on financial assets	-	(1)	(37)	(38)
- Impairment loss on intangible assets	(9,131)	-	-	(9,131)
- Net reversal of provision for legal liabilities	-	-	165	165
- Reversal of long outstanding payables and overstated accruals	-	-	141	141
- Write-off of goodwill	-	(17)	-	(17)
<b>Segment assets</b>	<b>5,108</b>	<b>9,362</b>	<b>262</b>	<b>14,732</b>
Segment assets includes				
Additions to non-current assets	-	162	-	162
<b>Segment liabilities</b>	<b>(237)</b>	<b>(814)</b>	<b>(1,548)</b>	<b>(2,599)</b>

### *Segment results*

Management monitors the operating results of its operating segments separately for the purpose of making decisions about resource allocation and performance assessment.

### *Segment assets*

The amounts provided to the management with respect to total assets are measured in a manner consistent with that of the financial statements. Management monitors the assets attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments. All assets are allocated to reportable segments.

### *Segment liabilities*

The amounts provided to the management with respect to total liabilities are measured in a manner consistent with that of the financial statements. All liabilities are allocated to the reportable segments based on the operations of the segments.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 34 SEGMENT INFORMATION (CONT'D)

### Geographical information

Revenue and non-current assets information based on geographical location of customers and assets respectively are as follows:

	Sales to external customers		Non-current assets	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
Singapore	689	70	1,026	885
People's Republic of China	142	26	93	–*
Hong Kong	5,258	119	–	–
United States	548	293	2	15
	<b>6,637</b>	<b>508</b>	<b>1,121</b>	<b>900</b>

\* Amounts below \$1,000

Non-current assets information presented above are non-current assets as presented on the consolidated statement of financial position excluding financial instruments.

### Information about major customer

Revenue is derived from 1 (2019: 2) external customers who individually contributed 10% or more of the Group's revenue and are attributable to the segments as detailed below:

Attributable segments		Group	
		2020	2019
		\$'000	\$'000
Customer A	Technology	–	97
Customer B	Technology	–	125
Customer C	Technology	4,765	–
		<b>4,765</b>	<b>222</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 35 LEASES

### (a) The Group and the Company as a lessee

#### Nature of the Group's and the Company's leasing activities

The Group's and the Company's activities comprise the following:

- i) The Group and the Company leases office units from related and non-related parties. The leases have an average tenure of between two to five years;
- ii) The Group and the Company also leases storage space from a director. The lease has an average tenure of three years.
- iii) In addition, the Group leases an office unit with contractual term of 5 years. At the date of initial adoption of SFRS (I) 16 Leases, the remaining contract term of the lease is 2 months, after taking into consideration the early termination of the lease. As such, this is a short-term lease. The Group has elected not to recognise right-of-use assets and lease liabilities for the lease.

The maturity analysis of the lease liabilities is disclosed in Note 32.

Information about leases for which the Group and the Company is a lessee is presented below:

#### Carrying amount of right-of-use assets

The carrying amount of right-of-use assets are as follows:

	Group		Company	
	30.6.2020	1.7.2019	30.6.2020	1.7.2019
	\$'000	\$'000	\$'000	\$'000
<u>Classified within property, plant and equipment</u>				
Leasehold properties	570	1,035	475	663
Motor vehicles	262	374	262	374
	<b>832</b>	<b>1,409</b>	<b>737</b>	<b>1,037</b>

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 35 LEASES (CONT'D)

### (a) The Group and the Company as a lessee (cont'd)

#### Amounts recognised in profit or loss

	<u>Group</u>
	<u>2020</u>
	<u>\$'000</u>
<u>Depreciation charge for the financial year</u>	
Leasehold properties	381
Motor vehicles	112
	<u>          </u>
<u>Lease expense not included in the measurement of lease liabilities</u>	
Lease expense - short term leases	4
	<u>          </u>
Interest expense on lease liabilities (Note 8)	83
	<u>          </u>

Total cash flows for the Group's and the Company's leases amounted to \$529,000 and \$215,000 respectively.

As at 30 June 2020, the Group and the Company is not committed to any short-term leases.

### (b) The Group as a lessor

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

##### *Subleases - classified as finance leases*

The Group's sub-lease of its right-of-use office units is classified as finance lease because the sub-lease is for the entire remaining lease term of the head lease.

Right-of-use assets relating to the head leases with sub-leases classified as finance lease is derecognised. The lease receivables are recognised under "Other non-current assets" and "Other current assets" in Note 15 and Note 19 respectively.

Finance income on the lease receivable during the financial year is \$2,000.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 35 LEASES (CONT'D)

### (b) The Group as a lessor (cont'd)

#### Nature of the Group's leasing activities – Group as an intermediate lessor (cont'd)

*Subleases - classified as finance leases (cont'd)*

The following table shows the maturity analysis of the undiscounted lease payments to be received:

	<b>Group</b>
	<b>2020</b>
	<b>\$'000</b>
Undiscounted lease payments	
- not later than one financial year	90
- later than one financial year but not later than five financial years	45
	<b>135</b>
Less: future unearned finance income	<b>(8)</b>
	<b>127</b>
Representing lease receivables:	
Other current assets (Note 19)	83
Other non-current assets (Note 16)	44
	<b>127</b>

## 36 CAPITAL MANAGEMENT

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

The Group and the Company do not have any external borrowings. The debt-to-adjusted capital ratio therefore does not provide a meaningful indicator of the risk of borrowings.

The Group and the Company are not subject to any externally imposed capital requirements for the financial years ended 30 June 2020 and 30 June 2019.

The capital of the Group consists of share capital, and the Group's overall strategy remains unchanged from 2019.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 37 SUBSEQUENT EVENT

### *Striking off of Disa Insurance Company Limited*

Subsequent to the end of the financial year, the Group's 51% owned Labuan-incorporated subsidiary, Disa Insurance Company Limited, a dormant entity, had been struck off from the register of companies pursuant to the Labuan Companies Act 1990.

## 38 COMPARATIVE FIGURES AND RECLASSIFICATIONS

- (a) The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 June 2019 were audited by another independent auditor whose report dated 3 October 2019 expressed a disclaimer of opinion on those financial statements. The basis for disclaimer of opinion is disclosed in Note 39 to the financial statement.
- (b) During the current financial year, the Company had modified the statement of financial position classification of amounts due from subsidiaries from "non-current assets" to "current assets" to reflect the nature of the item being repayable on demand.

As a result, certain line items have been amended on the Group's statements of financial position and the related notes to the financial statements for the previous financial year ended 30 June 2019 and 1 July 2018. The items were reclassified as follows:

	As previously reported \$'000	Company Amount reclassified \$'000	As reclassified \$'000
<b>Statement of Financial Position as at 30 June 2019</b>			
Other non-current assets	111	(111)	-
Other current assets	175	111	286
<b>Statement of Financial Position as at 1 July 2018</b>			
Other non-current assets	24	(24)	-
Other current assets	166	24	190

The reclassification did not have any effect on the net loss or the presentation of the consolidated statement of comprehensive income for the financial year ended 30 June 2019, the statement of financial position of the Group as at 30 June 2019 nor the consolidated statement of cash flows of the Group for the financial year ended 30 June 2019.

# Notes To The Financial Statements

For the financial year ended 30 June 2020

## 39 BASIS FOR DISCLAIMER OF OPINION ON THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019

The independent auditor's report dated 3 October 2019 contained a disclaimer of opinion on the financial statements for the financial year ended 30 June 2019. The extract of the basis for the disclaimer of opinion is as follows:

### *Basis for Disclaimer of Opinion*

#### Non-consolidation of subsidiaries

As disclosed in Note 15 to the financial statements, on 30 October 2012, the Company entered into a sales and purchase agreement ("S&P") with 2 individuals ("Vendors") to purchase 440,000 shares of EIKA (Singapore) Pte. Ltd. ("EIKA"), representing 55% equity interest in EIKA. The shares were transferred to and registered in the name of the Company on 20 November 2012, and the Company became the major shareholder of EIKA.

During the same financial year ("FY") ended 30 June 2013, the Company sought to recover a partial refund of the purchase consideration, based on adjustments as provided for in the S&P. The Company successfully obtained a court judgement in November 2016 for the refund sought. The Company also commenced bankruptcy application against one of the Vendors, and both Vendors have since been made bankrupts and ceased to be directors of EIKA. With effect from 21 January 2019, the board of directors of EIKA comprised 2 directors, both of whom are representatives from the Group.

Notwithstanding the above, the management and the board of directors of the Company are of the view that the Group has neither control nor significant influence over EIKA and its subsidiary, PT. Engineering Indonesia Karya ("PT Karya"), and accordingly EIKA and its subsidiary have neither been consolidated nor equity accounted into the Group's consolidated financial statements since its acquisition in FY2013. Management also represented that they have no access to financial information and accounting records relating to PT Karya and are therefore unable to prepare financial information relating to EIKA and its subsidiary, PT Karya. The cost of investment of \$1,000,000 was recorded under "Deposit paid to secure potential investment" in "Other current assets" (Note 15 to the financial statements) and has been fully impaired since FY2013.

We do not consider management explanations on the non-consolidation due to lack of control over EIKA to be satisfactory, given that the Group is both the major shareholder and has full control over the composition of the board of directors of EIKA. As there are no financial information relating to PT Karya, we are unable to determine the extent of adjustments and additional disclosures necessary in respect of the Group's consolidated financial statements for the year ended 30 June 2019 including those presented as corresponding figures, had EIKA and its subsidiary been consolidated.

## 40 AUTHORISATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 June 2020 were authorised for issue in accordance with a resolution of the directors dated 28 September 2020.

# Appendix

14 OCTOBER 2020

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

**IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

This Appendix is circulated to Shareholders of DISA Limited (the “**Company**”) together with the Company’s Annual Report. Its purpose is to explain to Shareholders the rationale and provide information relating to the Proposed Renewal of the Share Purchase Mandate (as defined herein) to be tabled at the Annual General Meeting to be held by electronic means on 30 October 2020 at 9.30a.m.

The Notice of AGM and a Proxy Form are enclosed with the Annual Report.

If you have sold or transferred all your issued and fully paid ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (the “**CDP**”), you need not forward this Appendix to the purchaser or transferee as arrangements will be made by the CDP for a separate Appendix with the Notice of AGM and the accompanying Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your issued and fully paid ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Appendix, together with the Annual Report, the Notice of AGM and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Appendix has been reviewed by the Company’s Sponsor, SAC Capital Private Limited (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix. The details of the contact person for the Sponsor is Mr. Ong Hwee Li (Registered Professional, SAC Capital Private Limited), Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Tel: +65 6232 3210.



**DISA LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197501110N)

**APPENDIX TO SHAREHOLDERS  
IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

# Appendix

## 1. DEFINITIONS

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For the purposes of this Appendix, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

- “2019 AGM” : The AGM held on 30 October 2019
- “2020 AGM” : The AGM scheduled to be held on 30 October 2020
- “ACRA” : The Accounting and Corporate Regulatory Authority of Singapore
- “Act” : The Companies Act (Chapter 50) of Singapore, as may be amended, modified or supplemented from time to time
- “AGM” : The Annual General Meeting of the Company
- “Annual Report” : The annual report of the Company for the financial year ended 30 June 2020
- “Appendix” : This Appendix to the Shareholders dated 14 October 2020 in relation to the proposed renewal of the Share Purchase Mandate
- “Associate” : (a) In relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more,
- or such other definition as the Catalist Rules may from time to time prescribe
- “associated company” : A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group and over which the Company has control
- “Board” : The board of Directors of the Company for the time being

# Appendix

“Catalist”	: The Catalist Board of the SGX-ST
“Catalist Rules”	: Section B: Rules of Catalist of the Listing Manual of SGX-ST, as amended, modified or supplemented from time to time
“CDP”	: The Central Depository (Pte) Limited
“Company”	: DISA Limited
“Constitution”	: The constitution of the Company, as may be amended, modified or supplemented from time to time
“Control”	: The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
“Controlling Shareholder”	A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or</li> <li>(b) in fact exercises control over the Company,</li> </ul> or such other definition as the Catalist Rules may from time to time prescribe
“Directors”	: The directors of the Company (whether executive or non- executive) for the time being
“EPS”	: Earnings per Share
“Group”	: The Company and its subsidiaries, collectively
“Latest Practicable Date”	: 15 September 2020, being the latest practicable date prior to the printing of this Appendix
“Market Day”	: A day on which the SGX-ST is open for trading in securities
“Market Purchase”	: An on-market purchase of Shares by the Company, transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers or dealers appointed by the Company for the purpose
“Maximum Price”	: Has the meaning ascribed to it in paragraph 2.3(e) of this Appendix

# Appendix

“Notice of AGM”	: The notice of AGM as set out in the Annual Report
“NTA”	: Net tangible assets
“Off-Market Purchase”	: An off-market purchase of Shares by the Company, otherwise than on a stock exchange, in accordance with an equal access scheme as may be determined or formulated by the Directors as they may consider fit, which scheme shall satisfy all the conditions prescribed in the Act and the Catalist Rules
“Proxy Form”	: The proxy form as set out in the Annual Report
“Relevant Period”	: The period commencing from the date on which the ordinary resolution relating to the proposed renewal of the Share Purchase Mandate is passed in a general meeting and expiring on the earliest of (i) the date on which the next AGM is held or is required by law to be held, (ii) the date on which the Share Purchases are carried out to the full extent of the Share Purchase Mandate, or (iii) the date the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting
“Resolution 8”	: Ordinary resolution 8 in respect of the proposed renewal of the Share Purchase Mandate to be proposed at the 2020 AGM
“Securities Account”	: A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“SFA”	: The Securities and Futures Act (Chapter 289) of Singapore, as may be amended, modified or supplemented from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: Registered holders of Shares in the Register of Members maintained by the Company, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, and where the context admits, mean the Depositors whose Securities Accounts are credited with Shares
“Share(s)”	: Ordinary share(s) in the capital of the Company
“Share Purchase”	: The purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate

# Appendix

“Share Purchase Mandate”	:	The general mandate to enable the Company to purchase or otherwise acquire its issued Shares within the Relevant Period, in accordance with the terms of that mandate, as well as the rules and regulations set forth in the Act and the Catalist Rules
“Substantial Shareholder”:		A person (including a corporation) who has an interest (directly or indirectly) in not less than 5% of all the issued voting Shares
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time
“S\$” or “cents”	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
“%”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Act. The term “**subsidiary holdings**” means shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Act. The term “**treasury shares**” shall have the meaning ascribed to it in Section 4 of the Act.

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

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, the Catalist Rules, the SFA, the Take-over Code or any statutory or regulatory modification thereof and used in this Appendix shall, where applicable, have the same meaning assigned to it under the Act, the Catalist Rules, the SFA, the Take-over Code or any statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

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

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

# Appendix

## DISA LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197501110N)

### Board of Directors:

Toh Hock Ghim (Non-Executive Chairman and Independent Director)  
Chng Weng Wah (Chief Executive Officer and Managing Director)  
Lau Kay Heng (Independent Director)  
Lim Soon Hock (Non-Executive Non-Independent Director)  
Loh Eu Tse Derek (Independent Director)

14 October 2020

To: The Shareholders of DISA Limited

Dear Sir/Madam,

### PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

## 2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

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### 2.1 Background

We refer to the Notice of AGM dated 14 October 2020 accompanying the Annual Report convening the 2020 AGM to be held on 30 October 2020 and Resolution 8 set out in the Notice of AGM. The purpose of this Appendix is to provide Shareholders with information relating to, and to seek their approval for, the proposed renewal of the Share Purchase Mandate.

At the 2019 AGM, the Shareholders approved, inter alia, the renewal of the Share Purchase Mandate to enable the Company to purchase or otherwise acquire the Shares. The Share Purchase Mandate will expire on the date of the forthcoming 2020 AGM, being 30 October 2020. Accordingly, the Directors propose that the Share Purchase Mandate be renewed at the forthcoming 2020 AGM, to take effect until the conclusion of the next following AGM or such date as the next AGM is required by law to be held, unless prior thereto, the Share Purchase is carried out to the full extent mandated or the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting.

The Company has not undertaken any purchase or acquisition of Shares pursuant to the Share Purchase Mandate approved by Shareholders at the 2019 AGM up to the Latest Practicable Date.

# Appendix

## 2.2 Rationale for the Share Purchase Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) In managing the business of the Group, the Directors strive to increase Shareholders' value by improving, *inter alia*, the return on equity of the Group. Share Purchase is one of the ways through which the return on equity of the Group can be enhanced.
- (b) Share purchases or acquisitions are an efficient, expedient and cost-efficient way for the Company to return surplus cash which is in excess of the capital requirements and possible investment needs of the Group to the Shareholders. In addition, the Share Purchase Mandate will allow the Company to have greater flexibility over, *inter alia*, the Company's share capital structure, cash reserves and its dividend policy.
- (c) Share repurchases or acquisitions also help buffer short-term share price volatility and offset the effects of short-term speculators and investors and, in turn, bolster shareholder confidence and employee morale.
- (d) Repurchased Shares which are held in treasury may be transferred for the purposes of or pursuant to any employees' share or share option schemes as may be implemented by the Company.

The Share Purchase Mandate would afford the Company the flexibility to undertake Share Purchases at any time, up to the 10% limit described in paragraph 2.3(a) below, and subject to market conditions, during the period when the Share Purchase Mandate is in force. The purchases or acquisitions of Shares may, depending on market conditions and funding arrangements at the time, enhance the EPS of the Company, and will only be made when the Directors believe that such purchase or acquisitions would benefit the Company and its Shareholders and in circumstances which would not have a material adverse effect on the financial position of the Company.

While the proposed renewal of the Share Purchase Mandate would authorise a purchase or acquisition of Shares by the Company up to the 10% limit described in paragraph 2.3(a) below, Shareholders should note that the purchase or acquisition of Shares pursuant to the Share Purchase Mandate might not be carried out by the Company to the full 10% limit as authorised.

## 2.3 Authority and Limits of the Share Purchase Mandate

The terms of the Share Purchase Mandate, if renewed at the 2020 AGM, are substantially the same as previously approved by Shareholders at the 2019 AGM. The authority for and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate are as follows:

(a) **Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

# Appendix

In accordance with Rule 867 of the Catalist Rules, the total number of Shares that may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings), ascertained as at the date of the general meeting at which the Share Purchase Mandate is approved, in this case, being the date of the 2020 AGM, unless:

- (i) the Company has, at any time during the Relevant Period reduced its share capital by a special resolution under 78C of the Act; or
- (ii) the High Court of the Republic of Singapore has, at any time during the Relevant Period, made an order under Sections 78G and 78I of the Act approving the reduction of share capital of the Company,

in which event the total number of Shares shall be taken to be the total number of Shares as altered by the special resolution of the Company or the order of the court, as the case may be.

For purposes of calculating the percentage of issued Shares above, any of the Shares which are held as treasury shares or any subsidiary holdings will be disregarded for purposes of computing the 10% limit.

**For illustrative purposes only**, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date, comprising 10,038,683,403 Shares, and assuming that no further Shares are issued on or prior to the 2020 AGM, not more than 1,003,868,340 Shares (representing 10% of the total number of issued Shares of the Company as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate. There are no treasury shares or subsidiary holdings as at the Latest Practicable Date.

(b) **Duration of Authority**

Purchases or acquisitions of Shares may be made during the Relevant Period, at any time and from time to time, on and from the date of the 2020 AGM, at which the proposed renewal of the Share Purchase Mandate is approved, up to the earliest of:

- (i) the date on which the next AGM is held or required by law to be held; or
- (ii) the date on which the aggregate purchases or acquisition of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated as described in paragraph 2.3(a) above; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting.

The Share Purchase Mandate may be renewed at each AGM or other general meetings of the Company.

# Appendix

## (c) Solvency

Purchases or acquisitions of Shares may only be made if the Company is solvent.

The Company is considered solvent if at the date of the payment referred to in Section 76F(4) of the Act:

- (i) there is no ground on which the Company could be found to be unable to pay its debts;
- (ii) if it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up or if it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (iii) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the proposed purchase or acquisition become less than the value of its liabilities (including contingent liabilities).

## (d) Manner of Purchases or Acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (i) Market Purchases, and/or
- (ii) Off-Market Purchases.

For Off-Market Purchases, the Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Catalist Rules and the Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements; (2) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable); and (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rules provide that if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders containing at least the following information:

# Appendix

- (i) terms and conditions of the offer;
  - (ii) period and procedures for acceptances;
  - (iii) the reasons for the proposed Share Purchase;
  - (iv) the consequences, if any, of Share Purchases that will arise under the Take-over Code or other applicable take-over rules;
  - (v) whether the Share Purchase, if made, would have any effect on the listing of the Shares on Catalist;
  - (vi) details of any Share Purchases in the previous 12 months (whether through Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased or acquired, the purchase or acquisition price per Share or the highest and lowest prices paid for the Share Purchases, where relevant, and the total consideration paid for the Share Purchases; and
  - (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.
- (e) **Maximum Purchase Price**

The purchase price (excluding applicable brokerage, commission, stamp duties, goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. The purchase price to be paid by the Company for the Shares as determined by the Directors must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares, and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 110% of the Average Closing Price (as defined below) of the Shares,

in either case, excluding related expenses of the Share Purchase (the “**Maximum Price**”).

For the above purposes:

“**Average Closing Price**” means the average of the last dealt prices (excluding any transaction that the SGX-ST requires to be excluded for this purpose) of a Share for the 5 consecutive Market Days on which the Shares are transacted on Catalist, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (pursuant to an Off-Market Purchase), and deemed to be adjusted in accordance with the Catalist Rules for any corporate action which occurs during the relevant 5-day period and the day of the Share Purchase, and

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

# Appendix

## 2.4 Status of Purchased Shares

Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares in accordance with the Act. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company, and which are not held as treasury shares.

Any Shares purchased or acquired by the Company and cancelled will be automatically delisted by the SGX-ST. Certificates in respect of purchased or acquired Shares that are cancelled by the Company will be cancelled by the Company as soon as reasonably practicable following settlement of any purchase or acquisition of such Shares.

At the time of each purchase or acquisition of Shares by the Company, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

## 2.5 Treasury Shares

Under the Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Act are summarised below:

(a) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within 6 months or such further periods as ACRA may allow.

(b) Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury shares into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(c) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time, but subject always to the Take-over Code:

# Appendix

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares; or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance of Singapore.

In addition, under the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use, and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

## 2.6 Source of Funds

In purchasing or acquiring Shares under the Share Purchase Mandate, the Company may only apply funds legally available for such purchase or acquisition in accordance with its Constitution, and the applicable laws in Singapore. Any Share Purchase must be made out of the Company's profits and/or capital as long as the Company is solvent (as defined in Section 76F(4) of the Act and set out in paragraph 2.3(c) of this Appendix).

In determining whether the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimations of assets or liabilities. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

The Company may use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance such purchase or acquisition. However, in considering the option of external financing, the Directors will also consider the financial position of the Group, particularly the prevailing gearing level of the Group.

The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the liquidity, working capital and overall financial position of the Company would be materially and adversely affected. The Share Purchases will only be effected after considering relevant factors such as working capital requirements, availability of financial resources, expansion and investment plans of the Group as a whole and prevailing market conditions. The Directors will also have regard to any relevant financial covenants which are applicable to the Company and/or the Group under any agreements for banking and credit facilities which may be granted by a financial institution to the Company and/or the Group from time to time. The Company will not effect any Share Buyback if such purchases or acquisitions would result in any breaches of the relevant financial covenants.

# Appendix

## 2.7 Financial Effects

The financial effects on the Company and the Group arising from the purchase or acquisition of Shares which may be made pursuant to the Share Purchase Mandate will depend on, inter alia, whether the Shares are purchased or acquired out of profits and/or capital of the Company or the Group, the number of Shares purchased or acquired and the consideration paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled.

Where the Company finances the purchase or acquisition of Shares through external borrowings, the gearing level of the Group will increase and the current ratio of the Group will decrease.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding applicable brokerage, commission, stamp duties, goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the Shares purchased or acquired by the Company are subsequently cancelled by the Company, the share capital of the Company will be correspondingly reduced. Where the Shares purchased or acquired by the Company are held as treasury shares, the total number of issued Shares would remain unchanged.

The illustrative financial effects on the Group, based on the audited financial statements of the Group for the financial year ended 30 June 2020, are based on the assumptions set out below:

(a) **Share Purchase Mandate**

It has been assumed that the Share Purchase Mandate was effective as at the Latest Practicable Date.

(b) **Number of Shares Acquired or Purchased**

Purely for illustrative purposes, on the basis of 10,038,683,403 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued, on or prior to the 2020 AGM, the purchase or acquisition by the Company of 1% of its issued Shares will result in the purchase or acquisition of 100,386,834 Shares.

(c) **Maximum Price Paid for Shares Acquired or Purchased**

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 1% of its issued Shares at the maximum price of S\$0.0019 per Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the 5 consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 100,386,834 Shares is S\$0.191 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 1% of its issued Shares at the maximum price of S\$0.0020 per Share (being the price equivalent to 10% above the Average Closing Price of the Shares for the 5 consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 100,386,834 Shares is S\$0.201 million.

# Appendix

## (d) Illustrative Financial Effects

For illustrative purposes only and on the basis of the assumptions set out in paragraphs 2.7(b) and 2.7(c) above and the following:

- (i) the purchase or acquisition of 100,386,834 Shares by the Company pursuant to the Share Purchase Mandate by way of Market Purchases made entirely out of capital and held in treasury;
- (ii) the purchase or acquisition of 100,386,834 Shares by the Company pursuant to the Share Purchase Mandate by way of Off-Market Purchases made entirely out of capital and held in treasury; and
- (iii) the transaction costs incurred for the Share Purchases were insignificant and have been ignored for the purpose of computing the financial effects,

the financial effects of the Share Purchases pursuant to the Share Purchase Mandate on the audited financial statements of the Group and Company for the financial year ended 30 June 2020 are set out below

### Scenario 1

*Market Purchases of 1% of issued Shares made entirely out of capital and held in treasury.*

S\$'000	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
Share capital	58,680	58,680	58,680	58,680
Treasury shares	-	(191)	-	(191)
Non-distributable reserves	4,514	4,514	4,513	4,513
Accumulated losses	(54,444)	(54,444)	(58,758)	(58,758)
Shareholders' fund	8,750	8,559	4,435	4,244
Non-controlling interests	69	69	-	-
Total equity	8,819	8,628	4,435	4,244
NTA	8,819	8,628	4,435	4,244
Cash and bank balances	6,010	5,819	4,393	4,202
Current assets	9,100	8,909	4,897	4,706
Current liabilities	1,276	1,276	811	811
Borrowings <sup>(1)</sup>	812	812	568	568
Net loss after tax attributable to				
Shareholders	(13,776)	(13,776)	(4,966)	(4,966)
Number of Shares ('000)	10,038,683	9,938,297	10,038,683	9,938,297
<b>Financial Ratios</b>				
NTA per Share (cents) <sup>(2)</sup>	0.09	0.09	0.04	0.04
Gearing (times) <sup>(3)</sup>	NIL	NIL	NIL	NIL
Current ratio (times) <sup>(4)</sup>	7.13	6.98	6.04	5.80
Loss per Share (cents) <sup>(5)</sup>	(0.14)	(0.14)	(0.05)	(0.05)

# Appendix

## Scenario 2

Off-Market Purchases of 1% of issued Shares made entirely out of capital and held in treasury.

S\$'000	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
Share capital	58,680	58,680	58,680	58,680
Treasury shares	-	(201)	-	(201)
Non-distributable reserves	4,514	4,514	4,513	4,513
Accumulated losses	(54,444)	(54,444)	(58,758)	(58,758)
Shareholders' fund	8,750	8,549	4,435	4,234
Non-controlling interests	69	69	-	-
Total equity	8,819	8,618	4,435	4,234
NTA	8,819	8,618	4,435	4,234
Cash and bank balances	6,010	5,809	4,393	4,192
Current assets	9,100	8,899	4,897	4,696
Current liabilities	1,276	1,276	811	811
Borrowings <sup>(1)</sup>	812	812	568	568
Net loss after tax attributable to Shareholders	(13,776)	(13,776)	(4,966)	(4,966)
Number of Shares ('000)	10,038,683	9,938,297	10,038,683	9,938,297
<b>Financial Ratios</b>				
NTA per Share (cents) <sup>(2)</sup>	0.09	0.09	0.04	0.04
Gearing (times) <sup>(3)</sup>	NIL	NIL	NIL	NIL
Current ratio (times) <sup>(4)</sup>	7.13	6.97	6.04	5.79
Loss per Share (cents) <sup>(5)</sup>	(0.14)	(0.14)	(0.05)	(0.05)

### Notes:

- (1) Borrowings comprise finance lease liabilities and lease liabilities arising from adoption of SFRS(I) 16.
- (2) Based on total equity including non-controlling interests.
- (3) Gearing is computed based on the ratio of total borrowings after deducting cash and cash equivalents to Shareholders' funds.
- (4) Current ratio is derived based on the ratio of current assets to current liabilities.
- (5) Loss per share is derived based on net loss after tax attributable to Shareholders over number of Shares.

**SHAREHOLDERS SHOULD NOTE THAT THE FINANCIAL EFFECTS SET OUT ABOVE ARE FOR ILLUSTRATIVE PURPOSES ONLY (BASED ON THE ABOVEMENTIONED ASSUMPTIONS).** Although the proposed renewal of the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury. Shareholders should note that the above analysis is based on the audited financial statements of the Group for the financial year ended 30 June 2020 and is not necessarily representative of future financial performance of the Group and the Company.

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Further, the Directors would emphasise that they do not propose to carry out Share Purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or the Group, or results in the Company being delisted from Catalist. The Company will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a Share Purchase before execution.

## 2.8 Tax Implications

Shareholders who are in doubt as to their respective tax positions or any tax implications of Share Purchases by the Company, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

## 2.9 Reporting Requirements under the Act

Within 30 days of the passing of a Shareholders' resolution to approve the proposed renewal of the Share Purchase Mandate, the Company shall lodge a copy of such resolution with the ACRA. Within 30 days of a purchase or acquisition of Shares on Catalist or otherwise, the Company shall lodge with ACRA the notice of the purchase in the prescribed form, such notification including inter alia, details of the Share Purchase, the total number of Shares purchased or acquired by the Company, the total number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before and after the Share Purchase, the amount of consideration paid by the Company for the purchase, and whether the Shares were purchased out of the profits or the capital of the Company.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form as required by ACRA.

## 2.10 Requirements under the Catalist Rules

The Company does not have any individual shareholding limit or foreign shareholding limit. Rule 723 of the Catalist Rules requires a listed company to ensure that at least 10% of any class of its listed securities (excluding treasury shares, preference shares and convertible equity securities) must be held by public shareholders. The term "public", as defined under the Catalist Rules, are persons other than (i) the Directors, Chief Executive Officer, Substantial Shareholders or Controlling Shareholder of the Company and its subsidiaries; and (ii) Associates of the persons in (i). As at the Latest Practicable Date, approximately 82.37% of the issued Shares are in the hands of the public. No Shares were held by the Company as treasury shares as at the Latest Practicable Date. Assuming the Company had purchased or acquired Shares from the public up to the full 10% limit pursuant to the Share Purchase Mandate on the Latest Practicable Date, the percentage of the issued Shares held by public Shareholders as at that date would approximately be 80.41%.

The Company will not undertake the Share Purchases to the extent that (i) the number of Shares held by the public would fall below 10% of the total number of issued Shares, thereby affecting the listing status of the Shares on Catalist, and (ii) such Share Purchases would cause market illiquidity or adversely affect the orderly trading of the Shares.

# Appendix

## 2.11 Take-over Implications under the Take-over Code

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

### 2.11.1 Obligation to make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert obtains or consolidates effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code, unless the conditions for exemption pursuant to paragraph 3(a) of Appendix 2 of the Take-over Code are satisfied.

Under Rule 14 of the Take-over Code, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory take-over offer if, inter alia, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than 1% in any period of 6 months.

### 2.11.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will be presumed to be acting in concert:

- a) a company with its parent company, subsidiaries, fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- c) a company with any of its pension funds and employee share schemes;
- d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;

# Appendix

- f) directors of a company, together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts, which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- g) partners; and
- h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which the Shareholders (including the Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

### 2.11.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted pursuant to paragraph 3(a) of Appendix 2 of the Take-over Code, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of 6 months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of 6 months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

**SHAREHOLDERS WHO ARE IN DOUBT AS TO THEIR OBLIGATIONS, IF ANY, TO MAKE A MANDATORY TAKE-OVER OFFER UNDER THE TAKE-OVER CODE AS A RESULT OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY SHOULD CONSULT THE SECURITIES INDUSTRY COUNCIL AND/OR THEIR PROFESSIONAL ADVISERS AT THE EARLIEST OPPORTUNITY.**

# Appendix

## 2.11.4 Application of the Take-over Code

The number of Shares held by the Directors and Substantial Shareholders are set out in paragraph 3 below. In the event the Company purchases the maximum number of Shares permissible under the Share Purchase Mandate, the shareholdings and voting rights of:

- (a) each of the Directors and their concert parties (as defined in the Take-over Code) remain below 30%; and
- (b) the Substantial Shareholders and their concert parties (as defined in the Take-over Code) remain below 30%,

and accordingly, no mandatory take-over offer is required to be made pursuant to the Take-over Code.

As at the Latest Practicable Date, the Directors are not aware of any other Shareholder who may become obligated to make a mandatory take-over offer for the Company in the event that the Company purchases or acquires the maximum number of Shares under the Share Purchase Mandate.

## 2.12 Announcement Requirements

The Catalist Rules specify that a listed company shall announce all purchases or acquisitions of its shares not later than 9:00 am (i) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares and (ii) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer made by the Company. Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased or acquired, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased or acquired as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase or acquisition.

## 2.13 No Purchases or Acquisition during Price or Trade Sensitive Developments

While the Catalist Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times. However, as the Company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after a price or trade sensitive development has occurred or has been the subject of a decision of the Directors until such time as the price or trade sensitive information has been publicly announced or disseminated in accordance with the requirements of the Catalist Rules.

In particular, the Company will not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period commencing 2 weeks before the announcement of the Company’s financial statements for each of the first three quarters of its financial year and 1 month before the announcement of the Company’s full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), or 1 month before the announcement of the Company’s half year and full year financial statements (if the Company does not announce its quarterly financial statements).

# Appendix

## 2.14 Shares Purchased or Acquired by the Company

The Company has not undertaken any purchase or acquisition of Shares pursuant to the Share Purchase Mandate approved by Shareholders at the 2019 AGM up to the Latest Practicable Date.

## 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The shareholding interests of the Directors and the Substantial Shareholders as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest		Number of Shares comprised in outstanding Options or awards granted by the Company	Total Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>		No. of Shares	% <sup>(1)</sup>
<b>Directors</b>							
Toh Hock Ghim	-	-	-	-	40,000,000	-	-
Chng Weng Wah	590,970,850	5.89	463,050,000 <sup>(2)</sup>	4.61	650,000,000	1,054,020,850	10.50
Lau Kay Heng	-	-	-	-	25,000,000	-	-
Lim Soon Hock	-	-	-	-	22,500,000	-	-
Loh Eu Tse Derek	-	-	-	-	22,500,000	-	-
<b>Substantial Shareholder (other than Directors)</b>							
Tang Wee Loke	640,212,900	6.38	57,000,000 <sup>(3)</sup>	0.57	-	697,212,900	6.95

**Notes:**

<sup>(1)</sup> Based on 10,038,683,403 issued Shares as at the Latest Practicable Date.

<sup>(2)</sup> Mr. Chng Weng Wah is deemed interested in 463,050,000 Shares held in the custodian account with Citibank Nominees Singapore Pte Ltd, pursuant to Section 7 of the Act.

<sup>(3)</sup> Mr. Tang Wee Loke is deemed interested in 55,000,000 Shares held by his spouse and 2,000,000 Shares held by his children, pursuant to Section 7 of the Act.

Save for their respective shareholding interests in the Company, none of the Directors and to the best of the Directors' knowledge, none of the Substantial Shareholders, has any direct or indirect interest in the proposed renewal of the Share Purchase Mandate.

# Appendix

## 4. DIRECTORS' RECOMMENDATION

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Having considered, *inter alia*, the rationale and benefit of the proposed renewal of the Share Purchase Mandate, the Directors are of the opinion that the proposed renewal of the Share Purchase Mandate would be beneficial to, and is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed renewal of the Share Purchase Mandate, as set out in the Notice of AGM.

## 5. DIRECTORS' RESPONSIBILITY STATEMENT

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The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in the Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Appendix in its proper form and context.

## 6. COMPLIANCE WITH GOVERNING LAWS, REGULATIONS AND THE CONSTITUTION

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The Company confirms that the terms of the proposed renewal of the Share Purchase Mandate do not contravene any laws, regulation and the Constitution governing the Company.

## 7. ACTION TO BE TAKEN BY SHAREHOLDERS

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In view of the COVID-19 pandemic situation, the 2020 AGM will be held by electronic means. Alternative arrangements have been put in place to allow Shareholders to participate at the 2020 AGM by (a) watching or listening to the 2020 AGM proceedings via live webcast, (b) submitting questions in advance of the 2020 AGM, and (c) voting by proxy at the 2020 AGM. Shareholders should refer to the Notice of AGM for further information on the alternative arrangements.

# Appendix

## 8. DOCUMENTS AVAILABLE FOR INSPECTION

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Copies of the following documents may be inspected by Shareholders at the Company's registered office at 438A Alexandra Road, #08-12, Alexandra Technopark, Block A, Lobby 3, Singapore 119967 during normal business hours from the date of this Appendix up to the date of the 2020 AGM:

- (a) the Constitution; and
- (b) the Annual Report of the Company.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**DISA Limited**

Chng Weng Wah  
Managing Director and Chief Executive Officer

# Statistics of Shareholdings

As at 15 September 2020

Number of Shares	:	10,038,683,403
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per Share
Number of Treasury Shares	:	Nil
Number of Subsidiary Holdings	:	Nil

## DISTRIBUTION OF SHAREHOLDINGS AS AT 15 SEPTEMBER 2020

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	37	0.43	995	0.00
100 - 1,000	345	4.04	303,732	0.00
1,001 - 10,000	2,670	31.28	16,379,041	0.16
10,001 - 1,000,000	4,898	57.38	816,023,835	8.13
1,000,001 AND ABOVE	586	6.87	9,205,975,800	91.71
<b>TOTAL</b>	<b>8,536</b>	<b>100.00</b>	<b>10,038,683,403</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS AS AT 15 SEPTEMBER 2020

NO.	NAME	NO. OF SHARES	%
1	MAYBANK KIM ENG SECURITIES PTE. LTD.	1,022,098,466	10.18
2	TANG WEE LOKE	640,212,900	6.38
3	CITIBANK NOMINEES SINGAPORE PTE LTD	637,848,000	6.35
4	CHNG WENG WAH	590,970,850	5.89
5	DBS NOMINEES (PRIVATE) LIMITED	363,725,059	3.62
6	OCBC SECURITIES PRIVATE LIMITED	251,958,550	2.51
7	TAN HUI SONG	220,000,146	2.19
8	CHANG FOO HWA	180,076,200	1.79
9	TAN ENG CHUA EDWIN	141,743,500	1.41
10	CHEW CHING IDA MRS IDA LEONG	140,000,000	1.39
11	ANDREW CHAN SZE TIAK	139,639,000	1.39
12	UOB KAY HIAN PRIVATE LIMITED	136,494,500	1.36
13	CHUA TECK HENG	122,120,000	1.22
14	TAN KOH YOUNG	118,500,000	1.18
15	LIEW CHEE KONG	116,772,600	1.16
16	PHILLIP SECURITIES PTE LTD	113,494,495	1.13
17	DBSN SERVICES PTE. LTD.	104,953,400	1.05
18	TEO POH HUA AGNES	100,000,000	1.00
19	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	94,317,350	0.94
20	HENG JOON SIANG	90,880,000	0.91
	<b>TOTAL</b>	<b>5,325,805,016</b>	<b>53.05</b>

# Statistics of Shareholdings

As at 15 September 2020

## SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

Substantial Shareholders	Direct Interest		Deemed Interest		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Chng Weng Wah	590,970,850	5.89	463,050,000 <sup>(1)</sup>	4.61	1,054,020,850	10.50
Tang Wee Loke	640,212,900	6.38	57,000,000 <sup>(2)</sup>	0.57	697,212,900	6.95

<sup>(1)</sup> Mr Chng Weng Wah is deemed interested in 463,050,000 shares held in the custodian account with Citibank Nominees Singapore Pte Ltd pursuant to Section 7 of the Companies Act, Chapter 50 (the "Companies Act").

<sup>(2)</sup> Mr Tang Wee Loke is deemed interested in 55,000,000 shares held by his spouse and 2,000,000 shares held by his children pursuant to Section 7 of the Companies Act.

Based on the information available to the Company as at 15 September 2020, approximately 82.37% of the issued ordinary shares of the Company is held by the public and, therefore, Rule 723 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited is complied with.

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Forty-Fourth Annual General Meeting (“AGM”) of DISA Limited (the “Company”) will be held by way of electronic means, on Friday, 30 October 2020 at 9.30 a.m. (of which there will be a live streaming) for the following purposes:

## AS ORDINARY BUSINESS

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1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the Directors’ Fees of S\$170,400 for the financial year ended 30 June 2020 (2019: S\$252,500). **(Resolution 2)**
3. To re-elect Mr. Lim Soon Hock (“**Mr. Lim**”) who is retiring pursuant to Regulation 92 of the Company’s Constitution and who, being eligible, offers himself for re-election.

*Mr. Lim will, upon re-appointment as Non-Executive and Non-Independent Director of the Company, remain as a member of the Audit and Risks Management Committee, Remuneration Committee and the Nominating Committee.*  
[See Explanatory Note (a)]

**(Resolution 3)**

4. To re-elect Mr. Loh Eu Tse Derek (“**Mr. Loh**”) who is retiring pursuant to Regulation 92 of the Company’s Constitution and who, being eligible, offers himself for re-election.

*Mr. Loh will, upon re-appointment as Independent Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Risks Management Committee and the Nominating Committee of the Company. He is considered independent for the purpose of Rule 704(7) of the Listing Manual - Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (the “Catalist Rules”).*  
[See Explanatory Note (b)]

**(Resolution 4)**

5. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

**(Resolution 5)**

6. To transact any other ordinary business which may be properly transacted at an AGM.

## AS SPECIAL BUSINESS

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

### 7. Authority to allot and issue shares

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

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

# Notice of Annual General Meeting

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

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

- (B) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution), does not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to Shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of the total issued Shares shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this Ordinary Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercise of share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (b)(i) and (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (c) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company’s Constitution for the time being; and
- (d) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Ordinary Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is the earlier; or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

[See Explanatory Note (c)]

**(Resolution 6)**

# Notice of Annual General Meeting

## 8. Authority to issue shares under the DISA Performance Shares Scheme (the "DISA PS Scheme")

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to offer and grant share awards in accordance with the provisions of the DISA PS Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the DISA PS Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the DISA PS Scheme and any other share schemes implemented or to be implemented by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue to in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier.

*[See Explanatory Note (d)]*

(Resolution 7)

## 9. The Proposed Renewal of the Share Purchase Mandate:

That

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors of the Company be and are hereby authorised to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (whether by way of market purchases or off-market purchases on an equal access scheme) of up to a maximum of 10% of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Ordinary Resolution at any price which the Directors may determine at their discretion, up to but not exceeding the Maximum Price (defined below), and such purchases and acquisitions of the Shares may be effected by way of:
  - (i) an on-market share acquisition ("**Market Purchase**") transacted on the SGX-ST through the ready market trading system, through one or more duly licensed stockbrokers or dealers appointed by the Company for such purpose; and/or
  - (ii) an off-market share acquisition ("**Off-Market Purchase**") pursuant to an equal access scheme(s) available to all Shareholders, as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise be in accordance with all other laws and regulations and rules of the SGX-ST; ("**Share Purchase Mandate**");
- (b) the authority conferred on the Directors pursuant to the Share Purchase Mandate, unless revoked or varied by the Company in a general meeting, may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
  - (i) the date on which the next AGM of the Company is held;
  - (ii) the date by which the next AGM of the Company is required by law to be held; and
  - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

# Notice of Annual General Meeting

- (c) in this Ordinary Resolution, the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Shares will be determined by the Directors for the purposes to effect the purchase or acquisition of Shares. The purchase price to be paid for the Shares pursuant to the Share Purchase Mandate (both Market Purchases and Off-Market Purchases), excluding related expenses of the purchase or acquisition must not exceed (“**Maximum Price**”, in each case below):
- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares.

For the above purposes:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the 5 consecutive Market Days (as defined in the Letter to Shareholders dated 14 October 2020) on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (pursuant to an Off-Market Purchase), and deemed to be adjusted, in accordance with the Catalist Rules for any corporate action which occurs during the relevant 5-day period and the day of the Share Purchase; and

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

- (d) the Directors and each of them be authorised, empowered to complete and do and execute all such things and acts as they or he may think necessary or expedient to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

*[See Explanatory Note (e)]*

**(Resolution 8)**

BY ORDER OF THE BOARD

Chng Weng Wah  
Managing Director and Chief Executive Officer  
Singapore, 14 October 2020

# Notice of Annual General Meeting

## Explanatory Notes:

- (a) Detailed information on Mr. Lim Soon Hock can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Additional Information on Directors Seeking Re-election” of the Company’s Annual Report 2020.
- (b) Detailed information on Mr. Loh Eu Tse Derek can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Additional Information on Directors Seeking Re-election” of the Company’s Annual Report 2020.
- (c) The Ordinary Resolution 6 above, if passed, will empower the Directors from the date of passing of the Ordinary Resolution 6 until the date of the next AGM of the Company, or the date by which the AGM of the Company is required by law and the Catalist Rules to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares in the capital of the Company and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to a number not exceeding 100% of the issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a pro rata basis to Shareholders. The aggregate number of Shares which may be issued shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time the Ordinary Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time the Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (d) The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of passing of the Ordinary Resolution 7 until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, grant of share awards under the DISA PS Scheme which was renewed at the Extraordinary General Meeting of the Company held on 26 October 2018, and to allot and issue shares upon the vesting of shares awards under the DISA PS Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
- (e) The Ordinary Resolution 8 above, will authorise the Directors of the Company, from the date this Ordinary Resolution 8 is passed until the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held or when varied or revoked by the Company in a general meeting, whichever is earlier, to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), at prices up to but not exceeding the Maximum Price (as defined above), as at the date of the passing of the Ordinary Resolution 8. Details the proposed renewal of the Share Purchase Mandate are set out in the Appendix accompanying this annual report.

# Notice of Annual General Meeting

## MEASURES TO MINIMISE RISK OF COMMUNITY SPREAD OF COVID-19

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### Alternative arrangements to hold general meetings

1. The COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) provide legal certainty such that issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution) ("**Meeting Orders**"). An updated joint statement was issued by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation on 1 October 2020 to include the latest requirements of the Alternative Arrangements Order, regarding providing additional guidance on the conduct of general meetings during elevated safe distancing period.
2. The AGM of the Company will be held by way of electronic means and members will NOT be allowed to attend the AGM in person. This Notice and Proxy Form will be available to members by electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://disa.sg/investors.html>.
3. Alternative arrangements are instead put in place to allow members to participate in the AGM by: (a) observing and listening to the AGM proceedings via a live streaming ("**Live Webcast**"). Members who wish to participate as such will have to pre-register in the manner outlined in paragraphs 4 to 9 below; (b) voting by proxy at the AGM in the manner outlined in paragraphs 10 to 19 below; and (c) submitting questions prior to the date of the AGM in the manner outlined in paragraphs 20 to 23 below.

### Participate in the AGM via Live Webcast

4. All members or their corporate representatives (in the case of corporate members) will be able to observe and listen to the AGM proceedings through a Live Webcast via their mobile phones, tablets or computers upon pre-registration. In order to do so, member must pre-register with the Company by 9.30 a.m. on 27 October 2020 ("**Registration Deadline**"), at the URL: <https://agm.conveneagm.com/DISALimitedAGM2020> ("**DISA AGM website**"), to create an account. Corporate members must also submit the Corporate Representative Certificate to the Company's Share Registrar at the following email address: [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com).
5. Following the authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
6. Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 9.30 a.m. on 29 October 2020 should contact the Company's Share Registrar at the following email address: [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com), with the following details included:-
  - (a) the member's full name; and
  - (b) his/her/its identification/registration number.

# Notice of Annual General Meeting

7. Non-CPF/SRS holders whose shares are registered under Depository Agents (“DAs”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast.
8. Members are reminded that the AGM proceedings are private. Instructions on access to the Live Webcast should therefore not be shared with anyone who is not a member of the Company or otherwise not authorised to attend the AGM. Recording of the Live Webcast in whatever form is also strictly prohibited.
9. Members will not be able to vote through the Live Webcast and can only vote with their proxy forms which are required to be submitted in advance.

## Voting by proxy

10. The only way for members to exercise their voting rights at the AGM is via proxy voting. Members would have to submit the attached proxy form to the Company in accordance with the instructions set out in such proxy form and appoint “Chairman of the Meeting” as their proxy. All votes in the AGM will be taken on a poll.
11. Members (whether individuals or corporates) appointing the “Chairman of the Meeting” as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment and votes will be treated as invalid.
12. The Proxy Form must be submitted through any one of the following means: (a) via the DISA AGM website; (b) by depositing a physical copy at the registered office of the Company’s share registrar at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or (c) by sending a scanned PDF copy by email to [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com), in each case, no later than 9.30 a.m. on 27 October 2020, and failing which, the Proxy Form will not be treated as valid.
13. In the case of submission of the Proxy Form other than via the DISA AGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
14. In view of the current COVID-19 pandemic situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.
15. In the case of submission of the Proxy Form other than via the DISA AGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
16. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
17. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.

# Notice of Annual General Meeting

18. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
19. Members who hold their shares through relevant intermediaries and who wish to exercise their votes by appointing the "Chairman of the Meeting" as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions by 5.00 p.m. on 20 October 2020.

## **Submission of questions prior to AGM**

20. Members will not be able to ask questions during the Live Webcast, therefore it is important for members to register and submit their questions in advance of the AGM. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant (as may be determined by the Company in its sole discretion) received from members prior to or during the AGM.
21. To do so, all questions must be submitted no later than 9:30 a.m. on 23 October 2020 through any one of the following means: (a) via the DISA AGM Website; or (b) in physical copy by depositing the same at the registered office of the Company's Share Registrar at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or (c) by email to [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com).
22. If the questions are deposited in physical copy at the Company's Share Registrar office or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
23. The Company will publish the minutes of the AGM on SGXNet and the Company's website within one month after the date of AGM, including responses from the Board and Management in relation to substantial and relevant questions from Members relating to the resolutions to be tabled for approval at the AGM.

## **Important Notice:**

Due to the evolving COVID-19 pandemic situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holdings or conduct of the AGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the AGM.

The Company would like to thank all members for their patience and co-operation in enabling the Company to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic situation.

# Notice of Annual General Meeting

## PERSONAL DATA PRIVACY

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By (a) submitting details for the registration to observe the proceedings of the AGM via the Live Webcast, or (b) submitting a form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (c) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Meeting" as proxy for the AGM (including any adjournment thereof);
- (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are corporate entities) to observe and listen to the Live Webcast of the AGM proceedings and providing viewers with any technical assistance where necessary;
- (iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited ("Sponsor"). This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr. Ong Hwee Li (Registered Professional, SAC Capital Private Limited) Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542. Telephone number: +65 6232 3210.*

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# DISA LIMITED

(Company Registration No. 197501110N)  
(Incorporated in the Republic of Singapore)  
(the "Company")

## IMPORTANT

1. The Annual General Meeting ("Meeting" or "AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and its subsequent amendments. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this proxy form which has been uploaded on SGXNet and the Company's website on the same day.
2. Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/their proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/their voting rights at the Meeting. The Chairman of the Meeting, being a proxy, need not be a member of the Company.
3. Members who hold shares through the relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF investors, SRS investors and holders under depository agents) and who wish to appoint the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including CPF agent banks, SRS approved banks or depository agents) to submit their votes by 5.00 p.m. on 20 October 2020.
4. By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Meeting dated 14 October 2020.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to vote on his/her/ its behalf at the AGM.

This form of proxy has been made available on SGXNet and the Company's website and may be accessed at the URL <https://www.sgx.com/securities/company-announcements> and <http://disa.sg/investors.html>. A printed copy of this proxy form will NOT be despatched to members of the Company.

## PROXY FORM

(Please see notes overleaf before completing this form)

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Company Registration No.\*) of \_\_\_\_\_ (Address), being a member/members of the Company hereby appoint the Chairman of the Meeting as my/our\* proxy to vote for me/us\* and on my/our\* behalf at the Meeting of the Company to be held by way of electronic means on Friday, 30 October 2020 at 9.30 a.m. and at any adjournment thereof. I/We\* direct the Chairman of the Meeting to vote for or against or abstain from the Resolutions to be proposed at the Meeting (any adjournment thereof) as indicated hereunder. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.**

No.	Resolutions	For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2020.			
2.	Approval of Directors' fees of S\$170,400 for the financial year ended 30 June 2020 (2019: S\$252,500).			
3.	Re-election of Mr. Lim Soon Hock as Director of the Company.			
4.	Re-election of Mr. Loh Eu Tse Derek as Director of the Company.			
5.	Re-appointment of Messrs Baker Tilly TFW LLP as the Auditors of the Company and authority for the Directors to fix their remuneration.			
<b>Special Business</b>				
6.	Authority to allot and issue shares.			
7.	Authority to issue shares under the DISA Performance Shares Scheme.			
8.	Proposed renewal of the Share Purchase Mandate.			

\* Delete accordingly

**Note:** If you wish to exercise all your votes "For", "Against" or "Abstain", please tick (✓) within the box provided. Alternatively, please indicate the number of votes "For", "Against" or "Abstain" for each resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

**Total Number of Shares Held**

\_\_\_\_\_  
Signature of Member(s) and/or Common Seal of Corporate Member



**Notes:**

1. Please insert the total number of shares in the Company (“Shares”) held by you. If you have Shares entered against your name in the Depository Register, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you.
2. The Proxy Form must be submitted through any one of the following means: (a) via the DISA AGM website; (b) by depositing a physical copy at the registered office of the Company’s share registrar at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or (c) by sending a scanned PDF copy by email to [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com), in each case, no later than 9.30 a.m. on 27 October 2020, and failing which, the Proxy Form will not be treated as valid.
3. In the case of submission of the Proxy Form other than via the DISA AGM website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
4. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.
5. In the case of submission of the Proxy Form other than via the DISA AGM website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act (Chapter 50 of Singapore) and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
7. Please take note of the section “Measures to Minimise Risk of Community Spread of COVID-19” in the Notice of Meeting.

**General**

The Company shall be entitled to reject the instrument appointing the “Chairman of the Meeting” as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the “Chairman of the Meeting” as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the “Chairman of the Meeting” as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM of the Company, as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY**

By submitting this instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of Meeting dated 14 October 2020.





**DISA LIMITED**

Co.Reg.No.: 197501110N

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Singapore 119967  
Website: <http://disa.sg>