



ASIA VETS HOLDINGS LTD.

ADVANCEMENT COMMITMENT EXCELLENCE

ANNUAL REPORT 2020



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

This annual report has not been examined or approved by 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 opinions made, or reports contained in this annual report.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

VISION

To be the trusted partner at the forefront of pet care in Asia

MISSION

To practise the highest standard of pet care with compassion

CORE VALUES

ADVANCEMENT

Advancement through continued education and technology

COMMITMENT

Commitment of being a trusted partner with professional ethics

EXCELLENCE

Excellence in knowledge, skills and customer experience



CORPORATE PROFILE



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Asia Vets Holdings Ltd. (the “**Company**”), through its wholly-owned subsidiary, AVH Animal Ark Pte. Ltd. (together with the Company, the “**Group**”), provides veterinary care and clinical services to small animals in Singapore.

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Currently, the Group operates two (2) veterinary clinics which provide a full range of general veterinary services including medical, surgical and dental care for small animals and after-hours emergency services. We pride ourselves in providing our patients with advanced diagnostic and the latest in surgical procedures such as key-hole surgery. Apart from providing surgical oncology and chemotherapy, we also utilise natural killer cell and stem cell therapies in the treatment of cancers. Complementary remedies and treatments such as acupuncture and traditional Chinese medicine are also available at our clinics.

The Group targets to be the trusted partner at the forefront of pet care in Asia through practising the highest standard of pet care with compassion. The Group will continue to expand its operations via organic growth and acquisitions in Asia.

The Company was incorporated in Singapore in February 2010 and has been admitted to the Official List of the SGX-Catalist since July 2010.

CHAIRMAN'S STATEMENT & OPERATIONS REVIEW



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Dear Shareholders,

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On behalf of the Board of Directors, I would like to present the results of Asia Vets Holdings Ltd. (the “**Company**”, and together with its subsidiary, the “**Group**”) for the financial year ended 31 December 2020 (“**FY2020**”).

THE YEAR IN REVIEW

For the past year, there has been a significant impact to the Singapore economy caused by the spread of COVID-19 (“**COVID-19 pandemic**”). The COVID-19 pandemic has brought unprecedented changes in how veterinary clinics operate. The Animal & Veterinary Service has provided the animal and veterinary sector in Singapore with operational guidelines on queue management, crowd management, safe-distancing measures as well as implementation of good hygiene practices. Being in an essential service industry, the management of the Company together with our professional team of veterinarians have overcome the challenges and continued to serve our community during this unprecedented period.

Since venturing into the veterinary industry in 2018, the Group has made several business growth initiatives, such as collaboration with business partners, extension of clinic operating hours and introduction of new treatment method. In 2020, we continued to focus on developing our core values which are advancement, commitment

and excellence. With enhanced customer experience and loyalty, the Group has achieved 14% growth in revenue for FY2020, as compared to the financial year ended 31 December 2019 (“**FY2019**”). In addition to organic growth, the Company has been actively exploring various acquisition opportunities and options available to maximise value for its shareholders although no material decisions had been made as at today.

FINANCIAL REVIEW

INCOME STATEMENT

REVENUE, COST OF SALES AND GROSS PROFIT

The Group's revenue for FY2020 was S\$4.3 million (FY2019: S\$3.8 million), which was predominantly derived from rendering of veterinary services and sales of veterinary medicine.

The Group's cost of sales for FY2020 was S\$2.4 million (FY2019: S\$2.2 million), which included purchase of veterinary medicine and consumables, and employee benefits paid to veterinarians, vet technicians and vet nurses.

CHAIRMAN'S STATEMENT & OPERATIONS REVIEW

Gross profit for FY2020 was S\$1.9 million (FY2019: S\$1.6 million) and gross profit margin was 44% (FY2019: 41%), which was a slight improvement from FY2019.

OTHER OPERATING INCOME

Other operating income comprise mainly interest income and government grants.

The amount decreased from S\$757,000 for FY2019 to S\$388,000 for FY2020. The decrease was mainly due to absence in FY2020 of a gain on fair value adjustment of the contingent consideration, which is 20% of the purchase consideration for the acquisition of AVH Animal Ark Pte. Ltd. ("**Acquisition**") held in escrow by the Company and shall be payable to the vendors of the Acquisition after the retention period ("**Contingent Consideration**"), amounting to S\$562,000. Please refer to the Company's circular to shareholders dated 29 June 2018 (the "**Circular**") for further information regarding the Acquisition and the Contingent Consideration.

The decrease was partially offset by the increase in government grants relating to the COVID-19 government relief measures announced by the Singapore government, which mainly included the grants received under Jobs Support Scheme ("**JSS Grant**") and Rental Relief Framework.

ADMINISTRATIVE EXPENSES

Administrative expenses mainly relate to general office expenses, administrative staff costs, professional fee, listing expenses and depreciation charges. It increased from S\$1.5 million for FY2019 to S\$1.6 million for FY2020. The increase was mainly from i) merchant charges as a result of higher revenue; ii) employee benefits expense; and iii) directors' fees.

OTHER EXPENSES

Other expenses for FY2020 relate to the loss arose from fair value adjustment of the Contingent Consideration in connection with the Acquisition, which is a non-cash item. Please refer to the Company's full year unaudited results announcement for FY2020 released on 25 February 2021 for more details.

FINANCE COSTS

Finance costs for FY2020 relate to the interest expenses on lease liabilities arising from the right-of-use ("**ROU**") assets.

INCOME TAX EXPENSE

Income tax expense for FY2020 comprised current income tax expense and deferred tax expense in relation to a taxable temporary difference on plant and equipment which are subject to capital allowance and provisions. Income tax

expense increased from S\$19,000 for FY2019 to S\$73,000 for FY2020. The increase was mainly due to the increase in chargeable income.

PROFIT, NET OF TAX

As a result of the above, the Group's profit after tax decreased from S\$770,000 for FY2019 to S\$13,000 for FY2020.

FINANCIAL POSITION

NON-CURRENT ASSETS

Plant and equipment comprised veterinary and medical equipment, office equipment, computer and software and furniture and fixtures. It decreased from S\$303,000 as at 31 December 2019 to S\$231,000 as at 31 December 2020, mainly due to depreciation charges incurred in FY2020.

ROU assets relate to leases of clinics and office premises occupied by the Group. The decrease from S\$325,000 as at 31 December 2019 to S\$284,000 as at 31 December 2020 was due to depreciation charges incurred in FY2020.

Goodwill arising from the Acquisition of AVHAA remains unchanged at S\$8.4 million as at 31 December 2020.

CURRENT ASSETS

Inventories, which mainly comprised veterinary medicine, clinic consumables and pet food, increased from S\$86,000 as at 31 December 2019 to S\$119,000 as at 31 December 2020. The increase was to meet higher customer demand.

Trade and other receivables increased from S\$90,000 as at 31 December 2019 to S\$95,000 as at 31 December 2020. Trade receivables increased from S\$12,000 as at 31 December 2019 to S\$14,000 as at 31 December 2020 due to higher revenue. Other receivables mainly comprise government grant receivables relating to the COVID-19 government relief measures, interest receivables and deposits. It increased from S\$78,000 as at 31 December 2019 to S\$81,000 as at 31 December 2020. The increase was mainly due to absence of government grant receivables as at 31 December 2019.

Prepayments decreased from S\$44,000 as at 31 December 2019 to S\$39,000 as at 31 December 2020. The decrease was mainly due to amortisation of prepaid operating expenses as expenses when they were incurred in FY2020.

CURRENT LIABILITIES

Trade payables increased from S\$74,000 as at 31 December 2019 to S\$89,000 as at 31 December 2020, due to the higher purchases to meet increased customer demand in FY2020.

CHAIRMAN'S STATEMENT & OPERATIONS REVIEW

Other payables and accruals comprise mainly professional fees, directors' fees, goods and services tax which are to be paid within the next 12 months after 31 December 2020. As at 31 December 2020, it also comprised the Contingent Consideration payable to the vendors for the Acquisition, amounting to S\$1.9 million, due within 20 business days after the expiry of the retention period. The Contingent Consideration was paid subsequently in March 2021. Other payables and accruals (excluding the aforesaid Contingent Consideration) increased from S\$410,000 as at 31 December 2019 to S\$417,000 as at 31 December 2020.

Lease liabilities (current portion) relate to clinic and office leases of premises occupied by the Group and due within the next 12 months after 31 December 2020. The decrease was due to repayment of lease liabilities in FY2020.

Deferred government grant amounting to S\$46,000 as at 31 December 2020 (as at 31 December 2019: Nil) relates to the JSS Grant as part of the COVID-19 government relief measures announced by the Singapore government.

Provision for taxation increased from S\$19,000 as at 31 December 2019 to S\$64,000 as at 31 December 2020, due to higher chargeable income.

NON-CURRENT LIABILITIES

Other payables (non-current portion) amounting to S\$1.3 million as at 31 December 2019 relate to the Contingent Consideration payable to the vendors for the Acquisition. Its fair value was reassessed at S\$1.9 million as at 31 December 2020, and the full amount was reclassified as current liabilities as it will be due in 2021, within the next 12 months after 31 December 2020.

Lease liabilities (non-current portion) relate to clinic and office leases of premises occupied by the Group and due after the next 12 months after 31 December 2020. It decreased from S\$96,000 as at 31 December 2019 to S\$89,000 as at 31 December 2020, due to reclassification of the amount due within the next 12 months after 31 December 2020 to current liabilities.

Deferred tax liabilities mainly relate to a taxable temporary difference on plant and equipment which are subject to capital allowance. It increased from S\$21,000 as at 31 December 2019 to S\$30,000 as at 31 December 2020.

WORKING CAPITAL

The Group reported a positive working capital position of S\$10.6 million as at 31 December 2020 (S\$11.8 million as at 31 December 2019).

TOTAL EQUITY

The Group's total equity remained at S\$19.4 million as at 31 December 2019 and as at 31 December 2020.

CASH FLOWS

Net cash generated from operating activities amounted to S\$1.0 million for FY2020. The net cash generated from operating activities was mainly due to (i) the operating cash flows before working capital changes generated for FY2020 of S\$875,000; (ii) a decrease in prepayments of S\$6,000; (iii) an increase in deferred government grant of S\$46,000; (iv) an increase in trade and other payables of S\$22,000; and (v) interest received of S\$133,000. The increase was partially offset by (i) an increase in trade and other receivables of S\$26,000; (ii) an increase in inventories of S\$33,000; and (iii) income tax paid of S\$17,000.

Net cash used in investing activities for FY2020 amounted to S\$65,000 due to the purchase of new clinic management system and other plant and equipment for clinic's use.

Net cash used in financing activities for FY2020, amounting to S\$223,000, related to the repayment of lease liabilities.

As a result of the above, the Group's cash and cash equivalents increased from S\$12.3 million as at 31 December 2019 to S\$13.0 million as at 31 December 2020.

MOVING FORWARD

Although the COVID-19 pandemic poses unprecedented challenges to the global economy, the veterinary sector continues to be relatively resilient and stable.

Being in an essential service industry, the Company has thus far not seen any material negative impact from the COVID-19 pandemic on its operating and financing condition. However, the Company will continue to monitor the development of the COVID-19 pandemic and manage the impact.

The Company will continue to look out for opportunities to acquire related businesses or veterinary clinics, both in Singapore and overseas to expand its business scope and collaborate with industry players to expand its customer base.

IN APPRECIATION

On behalf of the Board of Directors, I would like to extend our appreciation to the management team and staff for their dedication and hard work. I would also like to take this opportunity to thank all shareholders, business associates, customers and suppliers for their generous support over the years.

TAN TONG GUAN

Co-founder, Executive Chairman and CEO

DIRECTORS PROFILE



TAN TONG GUAN
Co-founder, Executive Chairman and CEO



KIM SEAH TECK KIM
Independent Director

Tan Tong Guan, 57, co-founder, Executive Chairman and CEO, was appointed to the Board on 17 February 2010 and was last reappointed on 25 April 2019. He is responsible for providing the corporate direction and business strategy for our Group. Mr Tan brings over 20 years of experience in business strategy, having been an executive director of our holding company and controlling shareholder, Tan Gee Beng Private Limited (“**TGBPL**”), from February 1991 to the present. TGBPL was formed in 1967 by Mr Tan’s family and has grown from a trading company to an investment holding company that has businesses, ranging from manufacturing, trading, property investments and investment holding. Mr Tan is currently an independent director and chairman of the audit committee of Sing Holdings Limited. Mr Tan graduated with a Bachelor of Accountancy from the National University of Singapore and is a Fellow Chartered Accountant of Singapore with the Institute of Singapore Chartered Accountants. Mr Tan is the brother of Ms Tan Geok Moey (Non-Executive Director).

Kim Seah Teck Kim, 66, Independent Director, was appointed to the Board on 25 April 2019 and was last reappointed on 3 June 2020. He is the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee of our Company. He has previously served as an independent director on other SGX-listed companies, namely Sing Investments & Finance Limited (till April 2019) and Texchem-Pack Holdings (S) Limited (till April 2016).

A practising lawyer with Incisive Law LLC, Mr Seah was previously a full-time academic and served as Vice-Dean of the Faculty of Law of the National University of Singapore before leaving for private practice. He is the Legal Adviser to the Association of Banks in Singapore, a member of the Banking Commission of the International Chamber of Commerce, Paris and its Panel of Experts under the DOCDEX Rules. He also serves as the Chairman of the Patron Dispute Committee of the Casino Regulatory Authority, Singapore and as the Secretary of the Trustees of the Methodist Church in Singapore.

Mr Seah holds a LL.B. (Honours) degree from the University of Singapore and a LL.M. degree from Harvard Law School (awarded whilst a Fulbright Scholar). He has been an advocate & solicitor of the Supreme Court of Singapore since 1979 and is a Principal Mediator & Fellow of the Singapore Mediation Centre. He was awarded a Public Service Medal and has been a Justice of the Peace since 2008.

DIRECTORS PROFILE



TEO YI-DAR
Lead Independent Director



TAN GEOK MOEY
Non-Executive Director

Teo Yi-Dar, 50, Lead Independent Director, was appointed to the Board on 22 February 2013 and was last reappointed on 3 June 2020. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee of our Company. Mr Teo also sits on the boards of several SGX-listed companies. He is currently the lead independent director and chairman of both the remuneration committee and nominating committee for Yangzijiang Shipbuilding (Holdings) Ltd, the lead independent director and chairman of the audit committee for China YuanBang Property Holdings Ltd, the non-executive director for TEE International Limited and the non-executive chairman for both HG Metal Manufacturing Limited and Sin Heng Heavy Machinery Limited. Mr Teo is also the non-executive director for Hong Kong stock exchange listed Denox Environmental & Technology Holdings Ltd and China ChiNext listed Penyao Environmental Protection Co Ltd.

Mr Teo currently manages a private equity business that focuses on Asian buyout transactions in the electronics, chemical, engineering and technology segments. Mr Teo started his career as an engineer in SGS-Thomson Microelectronics Pte. Ltd. and moved on to Keppel Corporation Ltd ("**Keppel**"), responsible for business development activities for Keppel's offshore and marine businesses. In 1999, he joined Boston-based Advent International private equity group to conduct direct investments into Asian-based businesses.

Mr Teo holds two Masters' degrees: Master of Science in Industrial and Systems Engineering and Master of Science in Applied Finance from the National University of Singapore. Mr Teo graduated with a Bachelor of Electrical Engineering (Honours) from the same university. Mr Teo was also accredited as a Chartered Financial Analyst by the CFA Institute.

Tan Geok Moey, 60, Non-Executive Director, was appointed to the Board on 15 March 2010 and was last reappointed on 20 April 2018. She is a member of the Audit Committee, the Remuneration Committee and the Nominating Committee of our Company. Ms Tan is currently a director of TGBPL, the holding company and controlling shareholder of our Company, where she is responsible for the administration of TGBPL. She is also a director of TGB Properties Pte Ltd, Cosmos Investment Pte Ltd, Wellington First Properties (NZ) Pte Ltd, Tan Gee Beng (Hong Kong) Ltd and TGB Properties (NZ) Pte Ltd. Ms Tan graduated with a Bachelor of Accountancy from the National University of Singapore. Ms Tan is the sister of Mr Tan Tong Guan (Executive Chairman and CEO).

DIRECTORS PROFILE

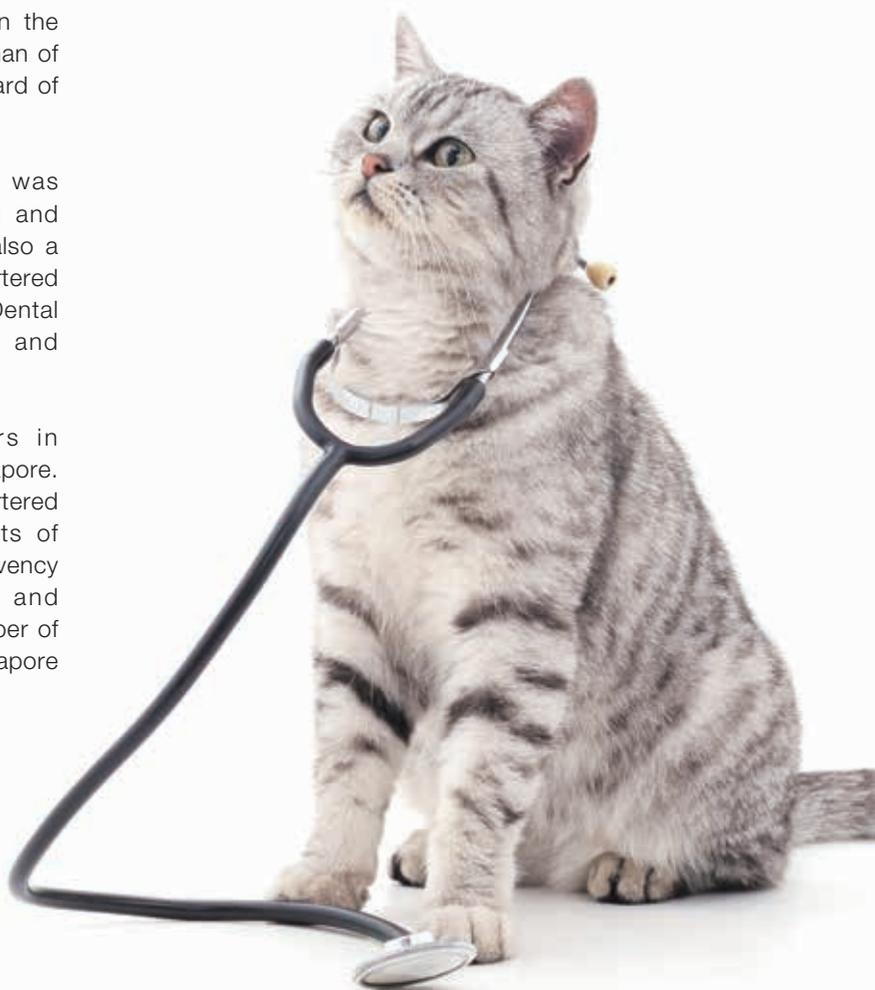


HENRY TAN SONG KOK
Independent Director

Henry Tan Song Kok, 56, Independent Director, was appointed to the Board on 1 January 2020 and was last reappointed on 3 June 2020. He is the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee of our Company. He also sits, as an independent director on the boards of BH Global Corporation Ltd, YHI International Limited and Dyna-Mac Holdings Limited, companies listed on the SGX, as well as China New Town Development Co. Ltd, a company listed on the Hong Kong Stock Exchange. He is also the chairman of the Nanyang Business School Alumni Advisory Board of NTU.

Mr Tan is the Group CEO of Nexia TS and was previously the Asia Pacific Regional Chairman and board member of Nexia International. Mr Tan is also a council member of the Institute of Singapore Chartered Accountants and a lay member of Singapore Dental Council Complaints Panel. He was treasurer and Exco member of Singapore Fintech Association.

Mr Tan graduated with First Class Honors in Accountancy from the National University of Singapore. He is a Fellow of the Institute of Singapore Chartered Accountants, Institute of Chartered Accountants of Australia and New Zealand, CPA Australia, Insolvency Practitioners Association of Singapore Ltd and Singapore Institute of Directors. He is also a member of Singapore Institute of Internal Auditors and Singapore Institute of Accredited Tax Professional.



KEY MANAGEMENT PROFILE

XUE RU

Chief Financial Officer

Xue Ru, 46, was appointed as the Chief Financial Officer of our Group on 20 July 2016. She is responsible for all the financial and compliance matters for our Group, including financial reporting, internal controls, taxation and human resource management. She has 20 years of experience in finance, accounting and risk management. Prior to joining the Group, she held various managerial positions, including finance director of Hyin Engineering Pte. Ltd., chief financial officer of Hu An Cable Holdings Ltd. and finance and administration manager in Aztech Heat Exchangers Pte. Ltd..

Ms Xue graduated with a Bachelor of Economics from Nanjing University of Aeronautics and Astronautics and obtained a Master of Business Administration (Finance) from the National University of Singapore. She is a non-practicing member of the Institute of Singapore Chartered Accountants.

DR EUGENE LIN

Medical Director and General Manager of AVH Animal Ark Pte. Ltd.

Dr Eugene Lin, 47, was appointed as the Medical Director and General Manager of our Company's subsidiary, AVH Animal Ark Pte. Ltd. in August 2018. He is responsible for overseeing the delivery of veterinary care and clinical services by the veterinary clinics under AVH Animal Ark Pte. Ltd.. Dr Eugene Lin is the principal veterinary surgeon who leads and guides our Group in the development of medical protocols and in the maintenance of quality service. He also oversees our Group's team of clinical staff.

Dr Eugene Lin has 20 years experience as a veterinary surgeon. In December 2001, he began his career as a veterinarian with Pet Care Centre & Clinic. Subsequently, he joined The Animal Recovery Centre Pte Ltd in November 2002 where he worked as a veterinary surgeon till August 2005. In September 2005, Dr Eugene Lin established The Animal Ark Pte. Ltd., and subsequently The Animal Ark (Binjai) Pte. Ltd., The Animal Ark (Tampines) Pte. Ltd. and The Animal Ark (TCM) Pte. Ltd., which were collectively structured into AVH Animal Ark Pte. Ltd. after a restructuring exercise in August 2018. He served as the executive director and veterinary surgeon of the abovementioned companies till August 2018.

Dr Eugene Lin graduated with a Bachelor of Veterinary Science from the Faculty of Veterinary Science, the University of Sydney, and he obtained a General Practitioner Certificate in Endoscopy and Endosurgery from the European School of Veterinary Postgraduate Studies (ESVPS) in the United Kingdom.

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REPORT ON CORPORATE GOVERNANCE

Asia Vets Holdings Ltd. (the “**Company**”) was admitted to the Official List of the SGX-Catalist on 19 July 2010.

The board of directors of the Company (the “**Board**”) believes in having high standards of corporate governance and is committed to ensuring that effective self-regulatory corporate practices exist to protect the interests of shareholders of the Company (the “**Shareholders**”) and maximise long-term Shareholders’ values.

In accordance with Rule 710 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the following report describes the Company’s corporate governance practices for the financial year ended 31 December 2020 (“**FY2020**”) with specific reference to the Principles and Provisions set out in the Code of Corporate Governance 2018 which was revised and issued on 6 August 2018 (the “**Code**”).

The Board is pleased to report that, for FY2020, the Company has complied with the Principles of the Code, and the Provisions of the Code (except where otherwise explained). In areas where the Company’s practices vary from any Provisions of the Code, the Company has stated herein the Provision of the Code from which it has varied, and appropriate explanations are provided for the variation, and how the practices the Company had adopted are consistent with the intent of the relevant Principle of the Code. The Company will continue to assess its needs and implement appropriate practices accordingly.

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

Provision 1.1

Principal Duties of the Board

The Company is headed by an effective Board to lead and control the Company. The Board has the overall responsibility for corporate governance, strategic direction and investments of the Company. Each individual director of the Company (“**Director**”) is obliged to act in good faith and exercise independent judgment in the best interests of Shareholders at all times.

The Board’s principal functions include:

- determining, reviewing and approving the strategic objectives and directions of the Company, annual budgets, major investments, divestments and funding proposals;
- overseeing the business and affairs of the Company, establishing with the management of the Company (the “**Management**”) the strategies and financial objectives to be implemented by the Management, and monitoring the performance of the Management;
- establishing a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of Shareholders’ interests and the Company’s assets;
- setting the Company’s values and standards (including ethical standards), and ensuring that obligations to Shareholders and other stakeholders are understood and met;
- reviewing Management performance, the Company’s financial performance, risk processes and systems, human resource requirements and corporate governance practices;

REPORT ON CORPORATE GOVERNANCE

- considering sustainability issues, e.g. economic, social and governance factors, as part of its strategic formulating; and
- identifying the key stakeholder groups and recognising that their perceptions affect the Company's reputation.

All Directors must objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company and hold Management accountable for performance.

Code of Business Conduct and Ethics

The Company has established a Code of Business Conduct and Ethics that sets the principles of the code of business conduct and ethics which applies to all employees of the Group. Directors, key management personnel and employees of the Group are expected to observe and uphold the highest possible standards of ethical, moral and legal business conduct and to be in compliance with the law and regulations at all times and all places in the world.

Conflict of Interests

Each Director is required to promptly disclose any conflict or potentially conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group as soon as is practicable after the relevant facts have come to his or her knowledge. On an annual basis, each Director is also required to submit details of his or her associates for the purpose of monitoring interested persons transactions. Where a Director has a conflict or potentially conflict of interest in relation to any matter, he or she should immediately declare his or her interest when the conflict-related matter is discussed, unless the Board is of the opinion that his or her presence and participation is necessary to enhance the efficacy of such discussion. Nonetheless, he or she should abstain from voting in relation to the conflict-related matters.

Provision 1.2

Appointment Letter

Newly appointed Directors will be provided a formal letter of appointment setting out among other matters, the roles, obligations, duties and responsibilities of the Director as a member of the Board.

Directors' Orientation and Training

All newly appointed Directors will be given appropriate briefings by the Management on the business activities of the Company, its strategic directions and the Company's corporate governance policies and practices. Directors will also be given the opportunity to visit the Group's operational facilities and to meet with the Management to gain a better understanding of the Group's business operations. The Company will also arrange for first-time Directors to attend the relevant training in relation to the roles and responsibilities of a director of a listed company, organised by the Singapore Institute of Directors ("**SID**") as required under Rule 406(3)(a) of the Catalist Rules, as well as other courses relating to areas such as accounting, legal and industry specific knowledge as appropriate, organised by other training institutions. The training of Directors will be arranged and funded by the Company.

Existing Directors will be updated regularly on accounting and regulatory changes by the Company's external auditors, continuing sponsor and company secretary, and are encouraged to attend workshops, seminars and training, to enhance their skills and knowledge, or on relevant new laws, regulations and changing commercial risks, and such training will be funded by the Company.

REPORT ON CORPORATE GOVERNANCE

Seminars and Trainings attended by Directors in FY2020

The details of updates, seminars and training programmes attended by the Directors in FY2020 include, amongst others:-

- updates on developments in financial reporting, where relevant, by the external auditors of the Company; and
- updates on regulatory announcements, guidance and/or amendments to the Catalist Rules and the Code, where relevant, by the continuing sponsor of the Company.

Provision 1.3

Matters Requiring the Board's Approval

The Group has adopted internal guidelines governing matters that require the Board's approval which has been clearly communicated to the Management.

The Board has identified, without limitation, the following matters that require its approval:

- declaration of dividends and other returns to shareholders;
- major corporate policies on key areas of operation;
- major funding proposals or bank borrowings;
- corporate or financial restructuring and share issuances;
- mergers and acquisitions;
- material acquisitions and disposals;
- approval of transactions involving interested person transactions; and
- appointments of new Directors.

Provision 1.4

Delegation by the Board

To assist the Board in the discharge of its functions, the Audit Committee, the Nominating Committee and the Remuneration Committee (collectively, "**Board Committees**") have been constituted with written terms of reference which clearly sets out the authority and duties. These terms of reference are reviewed on a regular basis, along with the respective Board Committees' structures and membership, to ensure their continued relevance, taking into consideration the changes in the governance and legal environment. Any change to the terms of reference for any Board Committee requires the specific written approval of the Board. Matters which are delegated to the Board Committees for more detailed appraisals are reported to and monitored by the Board.

Please refer to the various Principles in this Corporate Governance Report for further information on the names of the members of the respective Board Committees, their terms of reference and the activities of the respective Board Committees.

REPORT ON CORPORATE GOVERNANCE

Provision 1.5

Board and Board Committees Meetings and Attendance

The Board meets at least two (2) times a year, and as warranted by particular circumstances, as deemed appropriate by the Board members. Directors are free to discuss and voice their concerns on any matter raised at the Board meetings. Telephonic and video-conference meetings of the Board are allowed under the Company's Constitution. All Directors are provided with the agenda and a set of the Board papers prior to the Board meeting. These are issued in advance to give the Directors sufficient time to better understand the matters to be discussed and to obtain further clarifications or explanations at the Board meeting where necessary. The Company and the Board acknowledge that an unimpeded flow of relevant information in a timely manner is crucial for the Board to be effective in discharging its duties and responsibilities.

The attendance of the Directors at meetings of the Board and Board Committees for FY2020 is set out as follows:

Name of Directors	Board		Audit Committee		Nominating Committee		Remuneration Committee	
	No. of meetings held while being a member	No. of meetings attended	No. of meetings held while being a member	No. of meetings attended	No. of meetings held while being a member	No. of meetings attended	No. of meetings held while being a member	No. of meetings attended
Tan Tong Guan	2	2	–	2*	–	1*	–	1*
Tan Geok Moey	2	2	2	2	1	1	1	1
Teo Yi-Dar	2	2	2	2	1	1	1	1
Kim Seah Teck Kim	2	2	2	2	1	1	1	1
Henry Tan Song Kok ¹	2	2	2	2	1	1	1	1

* Attended by invitation.

1 Mr Henry Tan Song Kok was appointed as an Independent Director of the Company, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee on 1 January 2020.

Multiple Board Representations

All Directors are required to declare their board representations. Where a Director has multiple board representations, and in considering the nomination of Directors for appointment, the Nominating Committee will evaluate whether or not the Director is able to and has been adequately carrying out his or her duties as a Director, as well as sufficient time and attention are given to the affairs of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments.

REPORT ON CORPORATE GOVERNANCE

The Nominating Committee noted that some Directors have other principal commitments, while others have both multiple listed company board representations and other principal commitments. In particular, the Nominating Committee noted that each of Mr Teo Yi-Dar and Mr Henry Tan Song Kok holds a significant number of such listed company board representations and other principal commitments. Notwithstanding, the Nominating Committee noted the aforesaid Directors' commitments and contributions to the Company, which are evident in their level of attendance and active participation at Board and Board Committee meetings. Based on the above, the Nominating Committee has reviewed and is of the opinion that all the Directors are able to and have adequately carried out their duties as Directors of the Company, as well as sufficient time and attention are given by the Directors to the affairs of the Company in FY2020. In view of the above, the Board (with the concurrence of the NC) is of the view that there is no need to implement internal guidelines (such as implementing a limit on the maximum number of listed company board representations which any Director may hold) to address competing time commitments. The Board believes that each individual Director is best placed to determine and ensure that he/she is able to devote sufficient time and attention to discharge his/her duties and responsibilities as a Director, bearing in mind his/her other commitments. The Board and the NC will review the requirement to determine the maximum number of listed company board representations as and when they deem fit.

Provision 1.6

Access to Information

The Board is provided with complete, accurate, and adequate information in a timely manner, prior to Board meetings and on an on-going basis, to enable it to fulfill its responsibilities. Such information includes background or explanatory information relating to matters to be brought before the Board, copies of disclosure documents, budgets, forecasts and monthly internal financial statements. In respect of budgets, any material variance between the projections and actual results will be disclosed and explained. Such information is provided to the Directors to enable them to keep abreast of the Company's operational and financial performance and position and to facilitate better-informed decision-making.

Provision 1.7

Access to Management and Company Secretary

The Directors have separate and independent access to the Management and the company secretary at all times. The company secretary and/or his or her representatives attend all Board meetings to ensure that Board procedures are followed and that applicable rules and regulations, including the requirements of the Companies Act (Chapter 50) of Singapore and the Catalist Rules are complied with. Under the direction of the Chairman, the company secretary's other responsibilities include ensuring good information flows within the Board and Board Committees and between the Management, the Non-Executive Director and the Independent Directors, as well as facilitating orientation and assisting with professional development as required. The appointment and the removal of the company secretary is a matter for the Board as a whole.

Independent Professional Advice

Should the Directors, whether as a group or individually, need independent professional advice in furtherance of their duties and responsibilities, the Company will appoint such professional adviser to render the appropriate professional advice. The cost of such professional advice will be borne by the Company.

REPORT ON CORPORATE GOVERNANCE

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

Provision 2.1

Director's Independence

The criterion for independence is based on the definition set out in the Code and Practice Guidance, and taking into consideration whether the Director falls under any circumstances pursuant to Rule 406(3)(d) of the Catalist Rules. The Board considers an "independent" Director as one who has no relationship with the Company, its related corporations, its substantial Shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company.

The Nominating Committee, shall conduct an annual review to determine the independence of the Directors according to the Code and its Practice Guidance, as well as Rule 406(3)(d) of the Catalist Rules. In its review, the Nominating Committee shall consider all nature of relationships and circumstances that could influence the judgement and decisions of the Directors before tabling its finding and recommendations to the Board for approval.

The Independent Directors (namely Mr Teo Yi-Dar, Mr Kim Seah Teck Kim and Mr Henry Tan Song Kok) have confirmed that they or their immediate family members do not have any relationship with the Company or any of its related corporations, its substantial Shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment with a view to the best interests of the Company, and do not fall under any of the circumstances pursuant to Rule 406(3)(d) of the Catalist Rules. The Independent Directors do not own shares of the Company and are not in any foreseeable situation that could compromise their independence of thought and decision. The Board, based on the review conducted by the Nominating Committee, has determined that the said Directors are independent.

None of the Independent Directors has served on the Board beyond nine (9) years from the date of their first appointments.

Provision 2.2

Proportion of Non-Executive Independent Directors

In view that the Chairman and the Chief Executive Officer is the same person, the Board comprises a majority of three (3) Directors (out of a five (5) member Board) who are Non-Executive Independent Directors. With this, there is a strong and independent element on the Board, and no individual or group of individuals dominates the Board's decision making.

Provision 2.3

Proportion of Non-Executive Directors

The Board comprises a majority of four (4) Directors (out of a five (5) member Board) who are Non-Executive Directors.

REPORT ON CORPORATE GOVERNANCE

Provision 2.4

Board Composition and Size

The Board currently comprises five (5) members, one (1) of whom is an Executive Director and four (4) of whom are Non-Executive Directors, of which three (3) are Independent Directors.

The Board members as of the date of this report are:

Tan Tong Guan	Executive Chairman and Chief Executive Officer
Tan Geok Moey	Non-Executive Director
Teo Yi-Dar	Lead Independent Director
Kim Seah Teck Kim	Independent Director
Henry Tan Song Kok	Independent Director

The Nominating Committee is responsible for examining the size and composition of the Board and Board Committees. Having considered the scope and nature of the Group's businesses, the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees, the Board, in concurrence with the Nominating Committee, is of the view that its current size, as well as the current size and composition of the Board Committees, are appropriate to facilitate effective decision making, and provide sufficient diversity of expertise to lead and govern the Company effectively.

Board Diversity

The Nominating Committee will periodically review the competencies of the Directors to ensure effective governance of the Company and contribution to the Board. To address the dynamic business environment, the Nominating Committee will recommend the Board to consider the appointment of new Director(s) that has/have the required skillset, expertise, experience and knowledge as and when it deems necessary. The Board and the Board Committees comprise persons who as a group provide an appropriate balance and diversity of skills, experience and knowledge to the Company, as well as provide a diversity of gender with one (1) female Director who is a Non-Executive Director. The Directors, as a group, provide core competencies such as accounting or finance, business or management experience, legal, industry knowledge, strategic planning experience and customer-based experience or knowledge required for the Board to be effective. A brief profile of each Director is set out on pages 6 to 8 of the Annual Report. Information of the interests of the Directors who held office at the end of the financial year in shares, debentures and share options in the Company and its related corporations (other than the wholly-owned subsidiaries) are set out in the Directors' Statement on page 44 of the Annual Report.

Provision 2.5

Meeting of Non-Executive Director and Independent Directors without Management

The Non-Executive Director and the Independent Directors will assist to develop proposals on strategies and goals for the Company and regularly assess the performance of the Management in meeting the agreed goals and objectives, and monitor the reporting of performance. The Non-Executive Director and the Independent Directors are encouraged to meet, without the presence of the Management, so as to facilitate a more effective check on the Management. They will meet on a need-basis without the presence of the Management to discuss on arising issues.

REPORT ON CORPORATE GOVERNANCE

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

Provision 3.1

Separation of the Role of Chairman and Chief Executive Officer

The roles of the Chairman and the Chief Executive Officer are currently held by Mr Tan Tong Guan. The Board is of the opinion that it is not necessary to separate the roles of the Chairman and the Chief Executive Officer after taking into account the current size, scope and the nature of the operations of the Company, and with the strong presence of Independent Directors on the Board. The Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision making by the Board is independent and based on collective decisions without any individual or group of individuals exercising any considerable concentration of power or influence and there is accountability for good corporate governance. There is an appropriate balance of power and authority given that the majority of the members (including the respective Chairman) of the Board Committees are independent and that a majority of the Board comprises Independent Directors. Taking into account the above, the Board is of the view that the Company complies with Principle 3 of the Code.

Provision 3.2

Role of Chairman and Chief Executive Officer

As Executive Chairman of the Board, Mr Tan Tong Guan leads the Board and is responsible for the management of the Board. When setting the agenda, he ensures that adequate time is available for discussion of all agenda items, in particular strategic matters. The Executive Chairman encourages Board's interaction with the Management, facilitates effective contribution of Non-Executive and Independent Directors, encourages constructive relations among the Directors and promotes high standards of corporate governance. In addition, the Executive Chairman ensures that the Directors receive accurate, timely and clear information and there is effective communication with Shareholders.

The Executive Chairman, being the Chief Executive Officer, is also in charge of charting the business direction as well as corporate planning and strategic developments of the Company and the Group.

Provision 3.3

Lead Independent Director

As the roles of the Chairman and the Chief Executive Officer are held by the same person, Mr Teo Yi-Dar has been appointed as the Lead Independent Director of the Company as recommended by the Code, to provide leadership in situations where the Chairman, who is not independent, is conflicted. As the Lead Independent Director, Mr Teo is available to address the concerns of Shareholders and when contact through the normal channels of communication to the Chairman and Chief Executive Officer or the Chief Financial Officer has failed to satisfactorily resolve their concerns or when such contact is inappropriate or inadequate.

The Independent Directors led by the Lead Independent Director, are encouraged to meet periodically without the presence of the Management where necessary. The Lead Independent Director will also provide feedback to the Chairman after such meetings.

REPORT ON CORPORATE GOVERNANCE

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 4.1 and 4.2

Nominating Committee Composition

The Nominating Committee comprises the following members, all of whom are non-executive and the majority, including the Chairman, are independent:

Kim Seah Teck Kim (Independent Director)	Chairman
Teo Yi-Dar (Lead Independent Director)	Member
Tan Geok Moey (Non-Executive Director)	Member
Henry Tan Song Kok (Independent Director)	Member

Roles and Duties of Nominating Committee

The Nominating Committee has written terms of reference that sets out its duties and responsibilities. Amongst them, the Nominating Committee is responsible for:

- reviewing board succession plans for Directors, in particular, the Chairman and the Chief Executive Officer;
- creating a formal and transparent process for the appointments and re-nominations of members of the Board and to evaluate the performance of the Board as a whole, its Board Committees and the contribution of individual Directors to the effectiveness of the Board;
- affirming annually the independence of the Directors; and
- reviewing training and professional development programs for the Board.

The Nominating Committee is scheduled to meet at least once a year. Each member of the Nominating Committee shall abstain from voting on any resolution in respect of the evaluation of his/her performance or re-nomination as a Director.

Provision 4.3

Nomination and Selection of Directors

For new appointments to the Board, the Nominating Committee will consider the Company's current Board size and its composition and decide if the candidate's background, expertise and knowledge will complement the skills and competencies of the existing Directors on the Board. The candidate must be a person of integrity and must be able to commit sufficient time and attention to the affairs of the Company, especially if he is serving on multiple boards. The Nominating Committee will ensure that new Directors are aware of their duties and obligations.

If a vacancy arises under any circumstances, or where it is considered that the Board would benefit from the services of a new Director, the Nominating Committee, in consultation with the Board, will determine the selection criteria and select the appropriate candidate for the position. The search for a suitable candidate is drawn from the contacts and networks of existing Directors. The Nominating Committee can also approach relevant institutions such as the Singapore Institute of Directors, professional organisations or business federations to source for a suitable candidate.

REPORT ON CORPORATE GOVERNANCE

Re-election of Directors

In accordance with the Code and Rule 720(4) of the Catalist Rules, all Directors shall submit themselves for re-nomination and re-election at least once every three (3) years. Pursuant to Regulation 95 of the Company's Constitution, at least one-third of the Directors will retire at the annual general meeting of the Company ("**AGM**") each year. In addition, Regulation 101 of the Company's Constitution provides that a newly appointed Director can only hold office until the next AGM and then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation. The Nominating Committee is charged with the responsibility of re-nomination having regard to the Director's contribution and performance (e.g. attendance, preparedness, participation and candour) including, if applicable, as an Independent Director.

The Nominating Committee has recommended to the Board that Ms Tan Geok Moey and Mr Teo Yi-Dar (collectively, the "**Retiring Directors**") be nominated for re-election at the upcoming AGM. In making the recommendation, the Nominating Committee had considered each of the Retiring Directors' contribution and performance to the Board and the Group. The Retiring Directors, being the members of the Nominating Committee, have each abstained from making any recommendation and/or participating in any deliberation of the Nominating Committee in respect of the assessment of their own performance or re-election as a Director.

Ms Tan Geok Moey will, upon re-election as a Director, remain as Non-Executive Director, and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. Mr Teo Yi-Dar will, upon re-election as a Director, remain as Lead Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee.

Pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will take effect from 1 January 2022, a director will not be independent if he/she has served for an aggregate of more than nine (9) years unless his/her continued appointment as an independent director has been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders, excluding the directors and chief executive officer of the issuer, and associates of such directors and chief executive officer (the "**Two-Tier Voting**"). For the purpose of the resolution referred to in (b), the directors and chief executive officer of the issuer, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given. Such resolutions approved by a Two-Tier Voting may remain in force for three (3) years from the conclusion of the AGM following the passing of the resolutions or the retirement or resignation of the director, whichever the earlier.

The Board (with the concurrence of the Nominating Committee) has recommended that the approval of Shareholders be sought through a Two-Tier Voting process at the forthcoming AGM for the continuation of office of Mr Teo Yi-Dar as an Independent Director of the Company. Mr Teo Yi-Dar would have served as an Independent Director of the Company for an aggregate term of more than nine (9) years on 22 February 2022 (since the date of his first appointment on 22 February 2013), and would not be considered independent unless his continued appointment as an Independent Director of the Company has been sought and approved by a Two-Tier Voting process prior to 22 February 2022 (which is before the date by which the next AGM is required to be held).

The Board (with the concurrence of the Nominating Committee) has determined that Mr Teo Yi-Dar continues to remain objective and independent-minded in Board deliberations. His vast experience enables him to provide the Board and the various Board Committees on which he serves, with pertinent experience and competence to facilitate sound decision-making and that his length of service does not in any way interfere with his exercise of independent judgment nor hinder his ability to act in the best interest of the Company.

Details of the Retiring Directors seeking for re-election at the upcoming AGM are set out on pages 35 to 42 of the Annual Report in compliance with the Rule 720(5) of the Catalist Rules.

REPORT ON CORPORATE GOVERNANCE

Provision 4.4

Review of Directors' Independence

As set out under Provision 2.1 of the Code above, on an annual basis, the Nominating Committee is required to determine the independence status of the Directors, bearing in mind the circumstances set forth in the Code, Rule 406(3)(d) of the Catalist Rules and any other salient factors. For FY2020, the Nominating Committee has reviewed and determined that the Independent Directors (namely Mr Teo Yi-Dar, Mr Kim Seah Teck Kim and Mr Henry Tan Song Kok) are independent. Each of the Independent Directors, being members of the Nominating Committee, has abstained and not participated in the review and determination in respect of himself.

Currently, there is no alternate Director on the Board.

Provision 4.5

Directors' Time Commitments

The Nominating Committee ensures that new Directors are aware of their duties and obligations. For re-nomination and re-appointment of Directors, the Nominating Committee takes into consideration the competing time commitments faced by Directors and their ability to devote appropriate time and attention to the Group.

Please refer to the section entitled "Directors Profile" of the Annual Report for the listed company directorships and principal commitments of each Director.

As set out under Provision 1.5 of the Code above, the Nominating Committee has reviewed and is of the opinion that the Directors are able to and have adequately carried out their duties as Directors of the Company, as well as sufficient time and attention are given by the Directors to the affairs of the Company, in FY2020. Each of the Independent Directors, being members of the Nominating Committee, has abstained and not participated in the review and determination in respect of himself.

Principle 5: Board Performance

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

Provisions 5.1 and 5.2

The Board and the Nominating Committee strive to ensure that Directors on the Board possess the experience, knowledge and skills critical to the Company's business so as to enable the Board to make sound and well-considered decisions.

The Nominating Committee had carried out an annual performance evaluation process to assess the effectiveness of the Board as a whole and its Board Committees. The purpose of the evaluation process is to increase the overall effectiveness of the Board and its Board Committees. Each Director completes an evaluation form to assess the overall effectiveness of the Board as a whole and its Board Committees. The appraisal process for the Board focused on the evaluation of factors such as the composition of the Board, the Board's accessibility to information, Board procedures and accountability, communication with key management personnel and Directors' standards of conduct. The appraisal process for the Board Committees, on the other hand, focused on the evaluation of the respective Board Committees structure, conduct of meetings, measurement and monitoring of Board Committees performance. The results of these evaluations are reviewed and used constructively by the Nominating Committee to identify areas of improvements and recommending appropriate course of action to the Board. Based on the results collated from the evaluations, the Nominating Committee is of the view that the overall effectiveness of the Board as a whole and the Board Committees has been satisfactory for the financial year.

REPORT ON CORPORATE GOVERNANCE

The Nominating Committee had decided unanimously, that the Directors will not be evaluated individually as it is more appropriate and effective to assess the overall effectiveness of the Board as a whole, bearing in mind that each Director contributes in different ways to the success of the Company and Board decisions are made collectively. In addition, the factors taken into consideration for each Director's re-nomination are the extent of his/her attendance, participation and contribution in the proceedings of the meetings.

The results of these evaluations are reviewed and used constructively by the Nominating Committee to identify areas of improvements and recommending appropriate course of action to the Board.

For FY2020, the Nominating Committee has not engaged any external facilitator to assist in the assessment of the performance of the Board and the Board Committees.

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 6.1, 6.2 and 6.3

Remuneration Committee Composition

The Remuneration Committee comprises the following members, all of whom are non-executive and the majority, including the Chairman, are independent:

Teo Yi-Dar	(Lead Independent Director)	Chairman
Kim Seah Teck Kim	(Independent Director)	Member
Tan Geok Moey	(Non-Executive Director)	Member
Henry Tan Song Kok	(Independent Director)	Member

Roles and Duties of Remuneration Committee and Remuneration Framework

The Remuneration Committee has written terms of reference that sets out its duties and responsibilities. Amongst them, the Remuneration Committee is responsible for:

- recommending to the Board a general framework of remuneration for the Directors and key management personnel, and determine specific remuneration packages for each Director, and the recommendations of the Remuneration Committee are submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind will be covered by the Remuneration Committee; and
- performing an annual review of the remuneration of employees related to the Directors and substantial Shareholders to ensure that their remuneration packages are in line with the Company's staff remuneration guidelines and commensurate with their respective job scope and level of responsibilities. It will also review and approve any bonuses, pay increases and/or promotions for these employees.

The Remuneration Committee will also review the Company's obligations under the service agreements entered into with the Executive Director and key management personnel that would arise in the event of termination of these service agreements. This is to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The Remuneration Committee aims to be fair and avoid rewarding poor performance.

The Remuneration Committee is scheduled to meet at least once a year. Each member of the Remuneration Committee shall abstain from voting on any resolution in respect of his/her remuneration package or that of employees related to his/her.

REPORT ON CORPORATE GOVERNANCE

Provision 6.4

Engagement of Remuneration Consultants

The Remuneration Committee, if necessary, may seek external expert advice of which the expenses will be borne by the Company. For FY2020, the Remuneration Committee has not sought external advice nor appointed remuneration consultants in considering the remuneration of all Directors.

Principle 7: Level and Mix of Remuneration

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

Provisions 7.1 and 7.3

As part of its review, the Remuneration Committee ensures that remuneration packages are comparable within the industry and with similar companies. The Remuneration Committee considers the Company's relative performance and the contributions and responsibilities of the individual Directors.

Policy in respect of Executive Director's and other key management personnel's remuneration

The Company advocates a performance-based remuneration system that is flexible and responsive to the market, the Company's and the individual employee's performance. 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 Company believes in promoting commitment and motivation by aligning incentives with performance, so as to be able to attract, retain and motivate talents without being excessive, and thereby maximise value for Shareholders.

The Company currently does not have any long-term incentive scheme.

The Executive Director does not receive Director's fees. The Executive Director is paid pursuant to his service agreement.

The Company's wholly-owned subsidiary, AVH Animal Ark Pte. Ltd., has also entered into a service agreement with Dr Lin Chung Chieh Eugene ("**Dr Eugene Lin**") (a key management personnel of the Group). Pursuant to the service agreement, Dr Eugene Lin will commit to an employment period of at least 30 months following completion of the acquisition on 13 August 2018, with automatic renewals for successive periods of 36 months thereafter on the same terms unless otherwise agreed in writing between the Company and Dr Eugene Lin or terminated in accordance with the service agreement. Dr Eugene Lin will be paid a monthly remuneration, to be reviewed from time to time by the Remuneration Committee, and a discretionary bonus of such amount and at such intervals as AVH Animal Ark Pte. Ltd. may in its absolute discretion determine. The service agreement also provides for, *inter alia*, use of intellectual property, certain restrictive covenants (including non-compete obligation), and grounds of termination. Except where AVH Animal Ark Pte. Ltd. has the right to terminate Dr Eugene Lin's employment with immediate effect, either party may terminate the employment by give the other six (6) months' notice in writing, provided that Dr Eugene Lin shall not terminate the employment for the first 30 months following completion of the acquisition, and shall not pay salary in lieu of the required period of notice.

Having reviewed and considered the variable components in the remuneration packages of the Executive Director and key management personnel, the Remuneration Committee is of the view that there is presently no urgent need for the Company to consider the use of contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Director and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company.

REPORT ON CORPORATE GOVERNANCE

Provision 7.2

Policy in respect of remuneration for Non-Executive Director and Independent Directors

Non-Executive Director and Independent Directors do not have service agreements with the Company. They are compensated based on fixed Directors' fees, which are determined by the Board, after the recommendation by the Remuneration Committee, based on their contribution, taking into consideration factors such as effort, time spent and responsibilities of the Non-Executive and Independent Directors. The Chairman of each Board Committee is paid an additional fee, and the Chairman of Audit Committee is paid a higher fee than the Chairman of the other Board Committees in view of the higher responsibility carried by that office. The proposed Directors' fees are subject to approval by Shareholders at the AGM. Non-Executive and Independent Directors do not receive any other remuneration from the Company.

Principle 8: Disclosure on Remuneration

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

Provisions 8.1 and 8.3

Remuneration Policy and Criteria

As set out under Provisions 7.1 and 7.3 of the Code above, the Company advocates a performance-based remuneration system that is flexible and responsive to the market, the Company's and the individual employee's performance. 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.

Remuneration of Directors and key management personnel

The level and mix of remuneration of the Company's Directors and key management personnel (who are not Directors or the Chief Executive Officer) for FY2020 are as follows:

Remuneration band and Name of Director	Base/Fixed salary* (%)	Bonus (%)	Directors' fees** (%)	Benefits-in-kind (%)	Total (%)
Directors					
<u>Between S\$250,000 and S\$500,000</u>					
Tan Tong Guan	97	3	–	–	100
<u>Below S\$250,000</u>					
Teo Yi-Dar	–	–	100	–	100
Tan Geok Moey	–	–	100	–	100
Kim Seah Teck Kim	–	–	100	–	100
Henry Tan Song Kok	–	–	100	–	100

REPORT ON CORPORATE GOVERNANCE

Remuneration band and Name of Key Management Personnel***	Base/Fixed salary* (%)	Bonus (%)	Benefits- in-kind (%)	Total (%)
<u>Between S\$250,000 and S\$500,000</u> Lin Chung Chieh Eugene	100	–	–	100
<u>Below S\$250,000</u> Xue Ru	85	15	–	100

* These amounts are inclusive of employer's CPF contribution.

** The proposed Directors' fees for FY2020 is subject to Shareholders' approval at the forthcoming AGM.

*** The Group has only two (2) key management personnel (who are not Directors or the Chief Executive Officer) during FY2020.

The Board believes that it is for the benefit of the Company not to disclose in absolute number and in aggregate, the remuneration breakdown of the Directors as well as the aggregate total remuneration paid to the key management personnel (who are not Directors or the Chief Executive Officer), due to its sensitive nature and concerns of poaching. After taking into account the reasons for non-disclosure stated above, the Board is of the view that the current disclosure of the remuneration presented herein in this report is sufficient to provide Shareholders information on the Group's remuneration policies, as well as the level and mix of remuneration. Accordingly, the Board is of the view that the Company complies with Principle 8 of the Code.

The Company currently does not have an employee share option scheme or performance share plan in place.

None of the Directors (including the Chief Executive Officer) and the key management personnel (who are not Directors or the Chief Executive Officer) of the Company has received any termination, retirement, post-employment benefits for FY2020.

The Board has not included a separate annual remuneration report to Shareholders in the Annual Report on the remuneration of the Directors and the key management personnel (who are not Directors or the Chief Executive Officer) as the Board is of the view that the matters which are required to be disclosed in such annual remuneration report have already been sufficiently disclosed in the Annual Report and in the financial statements of the Company.

Provision 8.2

Remuneration of Substantial Shareholder or Immediate Family Members of Director and Chief Executive Officer

The level and mix of remuneration of the employees of the Company who are substantial Shareholders for FY2020 are as follows:

Remuneration band and Name of Employees who are substantial Shareholders	Base/Fixed salary* (%)	Bonus (%)	Benefits- in-kind (%)	Total (%)
<u>Between S\$200,000 and S\$300,000</u> Lin Chung Chieh Eugene	100	–	–	100
<u>Between S\$100,000 and S\$200,000</u> Poh E-Lynn Elaine	100	–	–	100

* These amounts are inclusive of employer's CPF contribution.

Save as disclosed above, there is no employee of the Company who is a substantial Shareholder, or is an immediate family member of any Director, the Chief Executive Officer or a substantial Shareholder, and whose remuneration exceeded S\$100,000 during FY2020. "Immediate family member" refers to the person's spouse, child, adopted child, step-child, sibling and parent.

REPORT ON CORPORATE GOVERNANCE

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 9.1 and 9.2

The Company has established an enterprise risk management framework and register to identify, manage and monitor the business and operating risks impacting the Company on an on-going basis. The Board has overall responsibility for the governance of risk and with the support of the Audit Committee, oversees the design, implementation and monitoring of the risk management and internal control systems.

The Audit Committee will review the reports submitted by the independent internal auditors relating to the adequacy and effectiveness of the Group's significant internal controls (including financial, operational, compliance and information technology controls) and risk management systems. The Audit Committee will also review the effectiveness of the actions taken by the Management on the recommendations made by the independent internal auditors in this respect.

On an annual basis, the Board will review the adequacy and effectiveness of the internal controls (including financial, operational, compliance and information technology controls) and risk management systems to ensure that they are able to meet the needs of the Group in its current business environment.

For FY2020, the Board has received assurance (i) from the Chief Executive Officer and Chief Financial Officer that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and (ii) from the from the Chief Executive Officer and the key management personnel that the Company's risk management and internal control systems are effective and adequate.

The Board and the Audit Committee have reviewed the adequacy and effectiveness of the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems in all material aspects. As part of the annual statutory audit of the financial statements, the external auditors will highlight any material weaknesses in financial controls over the areas that are significant to the audit. Such material internal control weaknesses noted during their audit and recommendations, if any, by the external auditors are reported to the Audit Committee. The Audit Committee will follow up on the actions taken by the Management in response to the recommendations made by the external auditors. The Audit Committee have reviewed the follow up reports submitted by the independent internal auditors and reviewed the effectiveness of the actions taken by the Management on the recommendations made by the independent internal auditors in this respect.

Based on the internal controls established and maintained by the Company, work performed by the independent internal auditors and the external auditors, reviews performed by the Management and assurance received from the Chief Executive Officer, Chief Financial Officer and key management personnel, the Board, with the concurrence of the Audit Committee, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective for FY2020.

The Board will consider the necessity of establishing a separate Board risk committee as and when it deems necessary.

The Board and the Audit Committee note that all internal control systems contain inherent limitations and no systems of internal controls could provide absolute assurance against the occurrence of material errors, poor judgement in decision making, human errors, losses, fraud or other irregularities.

REPORT ON CORPORATE GOVERNANCE

Principle 10: Audit Committee

The Board has an Audit Committee which discharges its duties objectively

Provisions 10.2 and 10.3

Audit Committee Composition

The Audit Committee comprises the following members, all of whom are non-executive and the majority, including the Chairman, are independent:

Henry Tan Song Kok	(Independent Director)	Chairman
Teo Yi-Dar	(Lead Independent Director)	Member
Tan Geok Moey	(Non-Executive Director)	Member
Kim Seah Teck Kim	(Independent Director)	Member

At least two members of the Audit Committee have accounting and related financial management expertise and experience. None of the members of the Audit Committee are former partners or directors of the Company's existing audit firm (a) within a period of two years commencing on the date of their ceasing to be a partner of the audit firm and (b) for as long as they have any financial interest in the auditing firm.

Provision 10.1

Roles and Duties of Audit Committee

The Audit Committee has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by the Management, full discretion to invite any person including Director or key management personnel of the Company to attend its meetings, and reasonable resources to enable it to discharge its functions properly. The Audit Committee will assist the Board in discharging its responsibility to safeguard the assets of the Company, maintain adequate accounting records, and develop and maintain effective systems of internal control, with the overall objective of ensuring that the Management creates and maintains adequate and effective control environment in the Company. The Audit Committee will provide a channel of communication between the Board, the Management and the external auditors on matters relating to audit.

The Audit Committee has written terms of reference that sets out its duties and responsibilities. Amongst them, the Audit Committee is responsible for:

- reviewing the scope and results of the audit and its cost effectiveness;
- reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any results announcements in respect of the Company's financial performance, where the external auditors in their audit of the Company's year-end financial statements, raise any significant issues which have a material impact on the interim financial statements or financial updates previously announced by the Company;
- making recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- reviewing with the external auditors the audit plan, their evaluation of the financial controls over the areas that are significant to the audit, their letter to the Management and the Management's response;

REPORT ON CORPORATE GOVERNANCE

- reviewing the half yearly and annual financial statements and results announcements before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Catalist Rules and any other relevant statutory or regulatory requirements;
- reviewing annually the adequacy and effectiveness of the Company's internal controls (including financial, operational, compliance and information technology controls), as well as risk management policies and systems established by the Management. The Audit Committee will also ensure co-ordination between the external auditors and the Management, and review the assistance given by the Management to the external auditors, and discuss problems and concerns, if any, arising from audits, and any matters which the external auditors may wish to discuss (in the absence of the Management, where necessary);
- reviewing and discussing with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which have or are likely to have a material impact on the Company's operating results or financial position, and the Management's response;
- reviewing interested person transactions (if any) falling within the scope of Chapter 9 of the Catalist Rules;
- reviewing potential conflicts of interest (if any);
- reviewing with the internal auditor, their internal audit plans and their evaluation of the adequacy and effectiveness of the internal control and accounting system before submission of the results of such review to the Board for approval;
- reviewing and establishing procedures for receipt, retention and treatment of complaints received by the Company regarding, inter alia, criminal offences involving the Company or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Company;
- reviewing key financial risk areas, with a view to providing an independent oversight on the Company's financial reporting, the outcome of such review to be disclosed in the annual report or, where the findings are material, announced immediately via SGXNet;
- reviewing the Company's compliance with relevant government regulations and licensing requirements;
- undertaking such other reviews and projects as may be requested by the Board, and report to the Board its findings from time to time on matters arising and requiring the attention of the Audit Committee; and
- generally, undertaking such other functions and duties as may be required by statute or by the Catalist Rules, or by such amendments as may be made thereto from time to time.

The Audit Committee shall also commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the operating results and/or financial position of the Company. In the event that a member of the Audit Committee is interested in any matter being considered by the Audit Committee, he will abstain from reviewing that particular transaction or voting on that particular resolution.

REPORT ON CORPORATE GOVERNANCE

Provision 10.4

Internal Audit Function

The current size of the operations of the Group does not warrant the Group to have an in-house audit function. The internal audit function of the Group has been outsourced to Ardent Business Advisory Pte. Ltd., an independent accounting and auditing firm. The internal auditor's primary line of reporting is to Chairman of the Audit Committee. The Audit Committee will review the internal audit plan to ensure that the scope is adequate and covers the review of the significant business functions of the Company and all internal audit findings and recommendations are submitted to the Audit Committee for deliberation with copies of these reports extended to the relevant key management executives. The Audit Committee approves the appointment, termination, evaluation and fees of the internal audit firm.

The internal auditor is guided by the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.

The Company cooperates fully with the internal auditor in terms of allowing unfettered access to all the Company's documents, records, properties and personnel, including access to the Audit Committee.

The Audit Committee has reviewed with the internal auditors their audit plan and their evaluation of the system of internal controls and has evaluated their audit findings and Management's responses to those findings, the adequacy and effectiveness of material internal controls, (including financial, operational, compliance and information technology controls) and risk management systems of the Company and the Group for FY2020. The Audit Committee is satisfied that the outsourced internal audit function is independent, adequately resourced, effective and has the appropriate standing within the Group. The Audit Committee is also of the view that the outsourced internal audit function is adequately staffed with persons with relevant qualifications and experience and adheres to professional standards including those promulgated by The Institute of Internal Auditors.

The Audit Committee will annually, review the independence, adequacy of resources and effectiveness of the internal audit function and ensure that it has appropriate standing within the Group.

External Audit Function

The Audit Committee will review the independence and objectivity of external auditors annually after taking into account all audit and non-audit services provided to the Company. Having considered the breakdown of fees paid to the external auditors as detailed on page 34 of the Annual Report and compliance with Singapore Accountants (Public Accountants) Rules, as well as the nature and extent of such services, the Audit Committee is satisfied that such services will not prejudice the independence and objectivity of the external auditors. The external auditors have also confirmed their independence in this respect, and that they are registered with the Accounting and Corporate Regulatory Authority and approved under the Accountants Act.

After considering the adequacy of the resources and experience of the external auditors' firm and the audit partner-in-charge assigned to the audit, the firm's other audit engagements, the size and complexity of the Group and the number and experience of supervisory and professional staff assigned to the particular audit, the Audit Committee has recommended to the Board the nomination and re-appointment of Ernst & Young LLP as the external auditors for the Company's audit obligations for the financial year ending 31 December 2021, at the forthcoming AGM.

In appointing the auditing firms for the Company and its subsidiaries, the Company has complied with Rules 712 and 715 of the Catalist Rules for FY2020.

REPORT ON CORPORATE GOVERNANCE

Provision 10.5

Meeting Auditors without the Management

In performing its functions, the Audit Committee and Management meet with the external and internal auditors to discuss and evaluate the internal controls of the Group and review the overall scope of both external and internal audits. At least once a year and as and when required, the Audit Committee meets with the external and internal auditors without the presence of Management, to review any matters that might be raised privately.

For FY2020, the Audit Committee has met with the external auditors and the independent internal auditors once, without the presence of the Management.

Key Audit Matters

The Audit Committee is kept abreast by the external auditors on regulatory changes and updated accounting standards during the Audit Committee meetings.

The Audit Committee has reviewed the key audit matters disclosed in the external auditors' report and is of the view that there is no material inconsistency between the audit procedures adopted by the external auditors and the Management's assessment.

Whistle Blowing Policy

The Company has put in place a whistleblowing policy, whereby anyone may, in good faith and in confidence, raise concerns or observations about possible corporate malpractices and improprieties in financial reporting or other matters directly to Mr Teo Yi-Dar, the Lead Independent Director. No such whistleblowing report was received for FY2020.

The Audit Committee will review the policy and arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The objective of the Audit Committee will be to ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow-up actions. No such matter was raised by any staff of the Company for FY2020.

Audit Committee Activities

In FY2020, the Audit Committee had, among others, carried out the following activities:

- (a) reviewed the half-year and full-year financial statements announcements of the Group, and recommended to the Board for approval and release via the SGXNet;
- (b) reviewed the adequacy and effectiveness of the Group's internal controls (including financial, operations, compliance and information technology controls), and risk management systems;
- (c) reviewed and approved the audit plan of the internal auditors;
- (d) reviewed and approved the annual audit plan of the external auditors;
- (e) reviewed the independence of the external auditors;
- (f) reviewed the annual re-appointment of the external auditors and determined their remuneration, and made a recommendation for the Board's approval; and
- (g) met with the external auditors and internal auditors once without the presence of the Management.

REPORT ON CORPORATE GOVERNANCE

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 its performance, position and prospects

Provisions 11.1, 11.2, 11.3 and 11.4

All Shareholders are informed of shareholders' meetings through notices contained in annual reports or circular sent to all Shareholders. These notices are also published in the newspapers and posted onto SGXNet. Shareholders are encouraged to attend the Company's general meetings and to participate effectively in and vote at general meetings of Shareholders to ensure a high level of accountability and to stay informed of the Company's strategies and growth plans and establish and maintain regular dialogue between the Company and Shareholders, to gather views and inputs, and address Shareholders' concerns. The chairpersons and/or members of the Board, Audit Committee, Remuneration Committee and Nominating Committee and the external auditors are normally available at Shareholders' meetings to address any Shareholders' queries, including those relating to the conduct of audit and the preparation and content of the auditors' report.

If any Shareholder is unable to attend, he/she is allowed to appoint up to two (2) proxies to vote on his/her behalf at the meeting through proxy forms sent in advance. The Company's Constitution currently does not allow a member to appoint more than two (2) proxies to attend and vote at the same general meetings and for other absentia voting methods such as by mail, electronic mail, fax and/or other methods. With effect from 3 January 2016, the Companies Act (Chapter 50) of Singapore was amended, amongst others, to allow certain members, defined as "relevant intermediary" to attend and participate in general meetings. Relevant intermediary includes corporations holding licences in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF Investors.

For FY2020, due to the COVID-19 outbreak and the circuit breaker put in place by the Singapore Government, the Company's last AGM held on 3 June 2020 ("**2020 AGM**") was held by way of electronic means, through "live webcast" and "audio-only 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 ("**COVID-19 Order**"). The notice of AGM was not published in the newspaper, but was instead disseminated to Shareholders through publication on SGXNet and the Company's corporate website, in accordance with the alternative arrangements for holding of the AGM pursuant to the COVID-19 Order. The Company had also published a notice to Shareholders, together with the notice of AGM, detailing the alternative arrangements for the 2020 AGM, during the COVID-19 pandemic.

Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (whether individual or corporate and including a relevant intermediary) entitled to vote at the AGM must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate and including a relevant intermediary) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. Shareholders participated in the 2020 AGM via electronic means, voting by appointing the Chairman of the 2020 AGM as proxy and their questions (if any) in relation to any resolution set out in the notice of AGM were sent to the Company in advance of the 2020 AGM, and responses to the questions were provided via announcement on SGXNet and the Company's corporate website. The Company did not receive any question from Shareholders before the 2020 AGM.

All Directors, Management, Company Secretary, external auditors and the Company's continuing sponsor were present at the 2020 AGM. Save for the 2020 AGM, there were no other general meetings of the Company held during FY2020.

REPORT ON CORPORATE GOVERNANCE

Each item of special business included in the notice of the general meetings will be accompanied by full explanation of the effects of a proposed resolution. Separate resolutions are proposed for each substantially separate issue at general meetings.

The Company understands that it should put all resolutions to vote by poll. In the event a poll is conducted, the Company will make an announcement of the detailed results showing the numbers of votes cast for and against each resolution and the respective percentages.

Provision 11.5

Minutes of General Meetings

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from Shareholders relating to the agenda of the meeting, and responses from the Board and the Management. Minutes of the 2020 AGM held in FY2020 had been published by the Company on its corporate website and on the SGXNet within one (1) month from the date of the 2020 AGM.

Provision 11.6

Dividend Policy

The Company does not have a policy on payment of dividends. The issue of payment of dividend is deliberated by the Board annually having regard to various factors. For FY2020, the Company had proposed a first and final tax exempt (one-tier) cash dividend of 0.20 Singapore cents per ordinary share, subject to the approval of Shareholders at the forthcoming AGM.

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 12.1, 12.2 and 12.3

The Board believes in regular, timely and effective communication with Shareholders. Shareholders are kept informed of all important developments concerning the Company through timely dissemination of information via SGXNet announcements, press releases, annual reports and various other announcements made whenever necessary.

The Company will voluntarily announce interim updates on useful and relevant information in addition to the mandatory financial statements to provide Shareholders a better understanding of the Company's performance. The Board will consider whether interim updates should be provided to Shareholders, and the appropriate frequency of the updates.

The AGM is the principal forum for dialogue between the Company and Shareholders, to gather views and inputs, and address Shareholders' concerns. The Company recognises the value of feedback from Shareholders. During the general meetings, Shareholders are given ample time and opportunities to air their views and concerns. All the Directors will endeavour to attend the general meetings, and Shareholders will be given the chance to share their thoughts and ideas or ask questions relating to the resolutions to be passed or on other corporate and business issues. Please refer to Principle 11 above for information on the proceedings of the 2020 AGM held in FY2020.

Presently, the Company does not have an investor relations policy or protocol in place nor a dedicated investor relations team. The Company will assess the need to establish an investor policy or protocol or investor relations team as and when it deems necessary. Notwithstanding so, taking into account the communication and dialogue with Shareholders taken by the Company as set out above, the Board is of the view that the Company complies with Principle 12 of the Code.

REPORT ON CORPORATE GOVERNANCE

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 13.1 and 13.2

Stakeholders' Engagement

The Group has regularly engaged its stakeholders through various medium and channels to ensure that the business interests are aligned with those of the stakeholders, to understand and address the concerns so as to improve services and products' standards, as well as to sustain business operations for long-term growth.

The stakeholders have been identified as those who are impacted by the Group's business and operations and those who are similarly able to impact the Group's business and operations. The Group has also undertaken a process to determine the economic, environmental, social and governance issues, which important to these stakeholders.

Detailed approach to the stakeholder engagement and materiality assessment will be disclosed in the Group's sustainability report for FY2020, which will be published by the Company on SGXNet by 31 May 2021, to keep stakeholders informed on the Group's business and operations.

Provision 13.3

Corporate Website

The Company maintains a corporate website at <http://asiavets.com> to communicate and engage with stakeholders. The corporate website provides, among others, announcements, annual reports, and financial information of the Group, stock information of the Company, as well as the profiles of the Group, the Directors and the key management personnel.

Dealings in Securities

The Company observes closely the best practices on dealings in securities ("**Securities Dealings Best Practices**") in compliance with Rule 1204(19) of the Catalist Rules. The Securities Dealings Best Practices provide guidance to the Directors and employees of the Company with regard to dealing in the Company's securities.

The Company issues circulars or electronic mails to its Directors, key management personnel and employees that they must not trade in the shares of the Company during the period commencing one (1) month before the release of the half year and year-end results and ending on the date of such announcements. In addition, Directors and key management personnel are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. They are discouraged from dealing in the Company's shares on short term considerations.

REPORT ON CORPORATE GOVERNANCE

Interested Person Transactions

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the Audit Committee and that the transactions are carried out on normal commercial terms and shall not be prejudicial to the interests of the Company and its minority Shareholders. When a potential conflict of interest arises, the Director concerned takes no part in discussions nor exercises any influences over other members of the Board.

During the financial year under review, there have been no interested person transactions entered into by the Group that requires disclosure pursuant to the Catalist Rules.

Material Contracts

Other than disclosed in the audited financial statements and the service agreement between the Executive Director and the Company, there were no material contracts (including loans) entered into by the Company or its wholly-owned subsidiary involving the interests of the Chief Executive Officer, any Director or controlling Shareholders, which are either still subsisting as at the end of FY2020 or if not then subsisting, entered into since the end of the previous financial year.

Fees Paid to External Auditors

Ernst & Young LLP, the external auditors, rendered the following services (and charged the fees) set out below for FY2020:

	2020 S\$'000
Audit fees	80
Non-audit fees:	
Agreed upon procedures on half-year review	5
Tax returns compliance service – Current year	9
Total audit and non-audit fees	<u>94</u>

The Audit Committee has reviewed all non-audit services (described above) provided by Ernst & Young LLP and is of the view that they did not affect the independence of Ernst & Young LLP, as it has complied with Singapore Accountants (Public Accountants) Rules.

Non-Sponsorship fees

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsorship fees payable or paid to ZICO Capital Pte. Ltd. in FY2020.

REPORT ON CORPORATE GOVERNANCE

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F TO THE CATALIST RULES

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F to the Catalist Rules relating to Mr Teo Yi-Dar and Ms Tan Geok Moey, being the Directors who are retiring in accordance with the Company's Constitution at the forthcoming AGM, is set out below:

Name of Director	Teo Yi-Dar	Tan Geok Moey
Date of first appointment	22 February 2013	15 March 2010
Date of last re-appointment (if applicable)	3 June 2020	20 April 2018
Age	49	60
Country of principal residence	Singapore	Singapore
The Board's comments on this re-election (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has accepted and approved the Nominating Committee's recommendation, who has reviewed and considered Mr Teo's contributions and performance as an Independent Director of the Company. Mr Teo, being a member of the Nominating Committee, has abstained from making any recommendation and/or participating in any deliberation of the Nominating Committee and the Board in respect of the assessment of his own performance or re-election as a Director.	The Board of Directors of the Company has accepted and approved the Nominating Committee's recommendation, who has reviewed and considered Ms Tan's contributions and performance as the Non-Executive Director of the Company. Ms Tan, being a member of the Nominating Committee, has abstained from making any recommendation and/or participating in any deliberation of the Nominating Committee and the Board in respect of the assessment of her own performance or re-election as a Director.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job title	Lead Independent Director, Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee	Non-Executive Director, and a member of the Audit Committee, the Remuneration Committee and the Nominating Committee
Professional qualifications	Chartered Financial Analyst, CFA Institute Master of Science (Applied Finance), National University of Singapore Master of Science (Industrial and Systems Engineering), National University of Singapore Bachelor of Engineering (Electrical), National University of Singapore	Bachelor of Accountancy, National University of Singapore

REPORT ON CORPORATE GOVERNANCE

Name of Director	Teo Yi-Dar	Tan Geok Moey
Working experience and occupation(s) during the past 10 years	<p>1999 to 2016: SEAVI Advent Management Pte Ltd, Investment Manager</p> <p>2016 to 2018: Kenyon Group Limited, Director</p> <p>2018 to Present: Altair Capital Advisors Pte Ltd, Director</p>	<p>February 1991 to Present: Tan Gee Beng Private Limited, Director</p>
Shareholding interest in the listed issuer and its subsidiaries	No	<p>Yes</p> <p>Deemed interest in 57,539,331 ordinary shares (39.37%) of the Company</p>
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	<p>Ms Tan is a controlling Shareholder of the Company, via her deemed interest in the 57,539,331 ordinary shares of the Company held by Tan Gee Beng Private Limited by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.</p> <p>Ms Tan is also related to other controlling Shareholders of the Company, namely Tan Gee Beng Private Limited, Mr Tan Tong Guan (who is also the Executive Director and Chief Executive Officer of the Company) and Ms Tan Yoke Hong. Ms Tan is a director of Tan Gee Beng Private Limited, and she is the sister of Mr Tan Tong Guan and Ms Tan Yoke Hong.</p>
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

REPORT ON CORPORATE GOVERNANCE

Name of Director	Teo Yi-Dar	Tan Geok Moey
Other Principal Commitments Including Directorships	<p>Past (for the last 5 years)</p> <p><u>Directorships</u></p> <ul style="list-style-type: none"> - Bayston Investments Limited - Pleasant Way Analyse Development Limited - Guotaiqixing Biomedical International (Singapore) Pte. Ltd. - HG Metal Pte Ltd - Niho (Singapore) Pte Ltd - SACLP Investments Limited - SAP Investments Limited - TFSA Investments Ltd - Value Plus Investment Limited - W Capital Markets Pte. Ltd. <p><u>Other Principal Commitments</u></p> <p>Nil</p> <p>Present</p> <p><u>Directorships</u></p> <ul style="list-style-type: none"> - Aldersgate Holdings Limited - Altair Capital (I) Ltd - Altair Capital Advisors Pte Ltd - Altair Capital General Partner Ltd - Altair Fund (I) Pte. Ltd. - Asia Vets Holdings Ltd - AVH Animal Ark Pte Ltd - Beijing Denox Environment & Technology Co., Ltd. - China Yuanbang Property Holdings Limited - Ciena Enterprises Limited - Clear Vision Ventures Limited - Denox Environmental & Technology Holdings Limited - Fortune Knight International Limited - Gold Future Investment Limited - HG Construction Steel Pte Ltd 	<p>Past (for the last 5 years)</p> <p><u>Directorships</u></p> <ul style="list-style-type: none"> - Smartflex Technology Pte Ltd - NZ First Properties Pte Ltd <p><u>Other Principal Commitments</u></p> <p>Nil</p> <p>Present</p> <p><u>Directorships</u></p> <ul style="list-style-type: none"> - Tan Gee Beng Private Limited - TGB Properties Pte Ltd - TGB Properties (NZ) Pte Ltd - Wellington First Properties (NZ) Pte Ltd - Cosmos Investment Pte Ltd - Tan Gee Beng (Hong Kong) Ltd <p><u>Other Principal Commitments</u></p> <p>Nil</p>

REPORT ON CORPORATE GOVERNANCE

Name of Director	Teo Yi-Dar	Tan Geok Moey
	<ul style="list-style-type: none"> - HG Metal Distribution Sdn Bhd - HG Metal Investments Pte Ltd - HG Metal Manufacturing Ltd - HG Metal Manufacturing Sdn Bhd - Hongyin Resources (HK) Co Limited - Jin Heng Li Hardware Sdn Bhd - Kenyon Group (Asia) Pte Ltd - Kenyon Group Limited - Motto Auction Pte Ltd - Myghty (Yangon) Limited - Myghty Holdings Pte Ltd - Oriental Metals Pte Ltd - Penyao Environmental Protection Co., Ltd. - PT HG Metal Distribution Indonesia - SEAVI Advent Asia Investments (III) Ltd - Sirius Vega Pte Ltd - Sin Heng Heavy Machinery Limited - Springhaven Holdings Limited - TEE International Limited - Top Rich Investment Limited - TPSC Asia Group Holding Limited - TPSC Asia Pte Ltd - TPSC Holdings Pte Ltd - Tramore Global Limited - United Hope Pte Ltd - Yangzjiang Shipbuilding (Holdings) Ltd. <p><u>Other Principal Commitments</u></p> <ul style="list-style-type: none"> - Altair Capital Advisors Pte Ltd, Director 	

REPORT ON CORPORATE GOVERNANCE

Name of Director	Teo Yi-Dar	Tan Geok Moey
<p>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.</p>		
<p>(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?</p>	No	No
<p>(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>	No	No
<p>(c) Whether there is any unsatisfied judgment against him?</p>	No	No
<p>(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?</p>	No	No

REPORT ON CORPORATE GOVERNANCE

Name of Director	Teo Yi-Dar	Tan Geok Moey
(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
(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

REPORT ON CORPORATE GOVERNANCE

Name of Director	Teo Yi-Dar	Tan Geok Moey
(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
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(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</p> <p>(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</p> <p>(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,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	<p>Yes</p> <p>Mr Teo Yi-Dar was appointed to the board of directors of TEE International Limited (“TIL”) as a non-executive non-independent director on 7 September 2020.</p> <p>Prior to his appointment, TIL had received an order dated 4 March 2020 from the Commercial Affairs Department (“CAD”) to produce various categories of documents to CAD to assist with an investigation relating to matters involving TIL and certain employees of TIL. The CAD investigation is still ongoing.</p>	No

REPORT ON CORPORATE GOVERNANCE

Name of Director	Teo Yi-Dar	Tan Geok Moey
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Asia Vets Holdings Ltd. (the “Company”) and its subsidiary (collectively, the “Group”) and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2020.

Opinion of the directors

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2020 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; 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

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

Tan Tong Guan
Tan Geok Moey
Teo Yi-Dar
Kim Seah Teck Kim
Henry Tan Song Kok (Appointed on 1 January 2020)

Arrangements to enable directors to acquire shares and debentures

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

DIRECTORS' STATEMENT

Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings, required to be kept under section 164 of the Singapore Companies Act, Chapter 50, an interest in shares of the Company and related corporations (other than wholly owned subsidiary) as stated below:

Name of directors	Number of ordinary shares			
	Direct interest		Deemed interest	
	At the beginning of financial year or date of appointment	At the end of financial year	At the beginning of financial year or date of appointment	At the end of financial year
The Company				
Tan Tong Guan ⁽¹⁾	955,001	1,726,501	57,139,331	57,539,331
Tan Geok Moey ⁽¹⁾	–	–	57,139,331	57,539,331
Ultimate holding company				
Tan Gee Beng Pte. Ltd.				
Tan Tong Guan ⁽²⁾	16,975	16,975	7,333	7,333
Tan Geok Moey	11,120	11,120	–	–

⁽¹⁾ Tan Tong Guan and Tan Geok Moey are deemed to have an interest in the shares held by Tan Gee Beng Pte. Ltd. by virtue of Section 7 of the Companies Act, Chapter 50.

⁽²⁾ Tan Tong Guan is deemed to have an interest in the 7,333 shares held by his spouse.

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2021.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Audit committee

The audit committee ("AC") carried out its functions in accordance with section 201B (5) of the Singapore Companies Act, Chapter 50.

The AC, having reviewed all non-audit services provided by the external auditors to the Company, is satisfied that the nature and extent of such services would not affect the independence of external auditors. The AC has also conducted a review of interested person transactions.

The AC convened two meetings during the year with full attendance from all members. The AC has also met with external auditor, without the presence of the Company's management, at least once a year.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

DIRECTORS' STATEMENT

Warrants

On 13 August 2018, the Company issued 5,300,000 bonus issue warrants at an issue price of \$0.0001 per bonus issue warrant, each bonus issue warrant carrying the right to subscribe for one new share at an exercise price of \$0.25. The bonus issue warrants have expired on 30 June 2020. During the year, no warrants were exercised and converted into ordinary shares of the Company.

Options

No options were granted during the financial year to subscribe for unissued shares of the Company.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors:

Tan Tong Guan
Director

Teo Yi-Dar
Director

Singapore
31 March 2021

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ASIA VETS HOLDINGS LTD.
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Asia Vets Holdings Ltd. (the "Company") and its subsidiary (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2020, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the 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 Financial Reporting Standards in Singapore (International) (SFRS(I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Impairment assessment of goodwill and cost of investment in a subsidiary

As at 31 December 2020, goodwill is carried at \$8,404,846 and represents 38% of the Group's total assets. The goodwill arose from the acquisition of the entire issued share capital of AVH Animal Ark Pte. Ltd. (the "subsidiary") and has been allocated to the Group's veterinarian business cash generating unit ("CGU"). In the Company's balance sheet as at 31 December 2020, the Company's cost of investment in the subsidiary is carried at \$3,586,451.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ASIA VETS HOLDINGS LTD.
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Key Audit Matters (Continued)

Impairment assessment of goodwill and cost of investment in a subsidiary (Continued)

As part of the annual impairment assessment of goodwill, management has determined the recoverable amount of the CGU by estimating value in use based on cash flow projections of the CGU's business. Management has also identified indicators of impairment in respect to the Company's cost of investment in the subsidiary, which led to the determination of the subsidiary's recoverable amount that is based on the CGU's value in use adjusted to arrive at a measurement consistent with the equity nature of the investment in the subsidiary. Due to the significance of judgement exercised in identifying indicators of impairment, forecasting and discounting future cash flows, the heightened level of estimation uncertainty associated with current economic conditions impacted by the Covid-19 pandemic, we have considered the impairment assessment of goodwill and the cost of investment in the subsidiary to be a key audit matter.

We have performed the following audit procedures, amongst others, in response to the above-mentioned key audit matter:

- reviewed management's assessment of whether there is any indication that the Company's cost of investment in the subsidiary may be impaired from both internal and external sources of information and evaluated the relevant indicators of impairment identified by management;
- assessed the valuation methodology used by management in estimating the value in use and evaluated the key assumptions and estimates used by management in forecasting and discounting future cash flows, such as revenue projections, profit margins, long-term growth rate, and discount rate based on our understanding of the business, considering the impact associated with Covid-19 pandemic and making comparison to available economic and financial data;
- considered the robustness of management's budgeting process by comparing the actual financial performance against previously forecasted results;
- involved our internal valuation specialists to assess the reasonableness of certain key assumptions such as discount rate and long-term growth rate;
- performed sensitivity analysis on reasonably possible changes in the respective key assumptions to changes in the recoverable amount of the CGU;
- evaluated the appropriateness of the adjustments made to the CGU's value in use to arrive at an estimate of the recoverable amount of the Company's cost of investment in the subsidiary; and
- reviewed the adequacy of the disclosures on the impairment assessment in Note 12 of the financial statements.

Estimation of expected credit loss relating to the Company's amount due from a subsidiary

As at 31 December 2020, the Company has an amount due from a subsidiary of \$5,122,701 that represents 24% of the Company's total assets.

The amount due from a subsidiary is subject to expected credit loss assessments at the reporting date. Due to the significance of judgement exercised in identifying any significant increase in credit risks since initial recognition and/or events of default, estimating the probability of and losses from possible future default, associated forward looking adjustment, and the heightened level of estimation uncertainty associated with current economic conditions impacted by the Covid-19 pandemic, we have considered the estimation of the expected credit loss arising from the amount due from a subsidiary to be a key audit matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ASIA VETS HOLDINGS LTD.
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Key Audit Matters (Continued)

Estimation of expected credit loss relating to the Company's amount due from a subsidiary (Continued)

We have performed the following audit procedures, amongst others, in response to the above-mentioned key audit matter:

- reviewed management's process of monitoring collectability and credit risks (including any significant increase in credit risks) relating to the Company's amount due from a subsidiary, which includes but is not limited to the review of the subsidiary's business performance, historical and future cash flows generating ability of the subsidiary, impact associated with Covid-19 pandemic, and repayments made during the year and up till the date of the financial statements;
- evaluated management quantification of expected credit loss relating to the amount due from a subsidiary that takes into account any significant increase in credit risk since initial recognition, the expected timing and extent of repayment, relevant market rate of interest, and expected default rates and forward looking adjustments based on economic outlook observed from external information sources; and
- Assessed the adequacy of the Company's disclosures on the amount due from a subsidiary and related credit risk information in Note 23(a) to the financial statements.

Other Information

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

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

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

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 ASIA VETS HOLDINGS LTD.
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ASIA VETS HOLDINGS LTD.
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

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

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

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary 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 Ms. Yeow Hui Cheng.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

31 March 2021

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Group	
		2020 \$	2019 \$
Revenue	4	4,323,187	3,807,796
Cost of sales		(2,470,960)	(2,253,885)
Gross profit		1,852,227	1,553,911
Other operating income	5	388,012	757,470
Administrative expenses		(1,602,290)	(1,505,346)
Other expenses	6	(542,334)	–
Finance expenses		(9,780)	(17,354)
Profit before tax	7	85,835	788,681
Income tax expense	8	(73,330)	(18,872)
Profit for the year, representing total comprehensive income attributable to owners of the Company		12,505	769,809
Profit per share (in S\$ cents)			
Basic	11	0.01	0.55
Diluted	11	0.01	0.54

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

BALANCE SHEETS

AS AT 31 DECEMBER 2020

	Note	Group		Company	
		31 December 2020 \$	31 December 2019 \$	31 December 2020 \$	31 December 2019 \$
Non-current assets					
Plant and equipment	9	231,363	303,318	-	-
Right-of-use assets	22	283,911	324,677	-	-
Investment in a subsidiary	10	-	-	3,586,451	3,586,451
Goodwill	12	8,404,846	8,404,846	-	-
Amount due from a subsidiary	13	-	-	5,112,701	5,575,935
		8,920,120	9,032,841	8,699,152	9,162,386
Current assets					
Inventories	14	118,691	86,408	-	-
Trade and other receivables	15	95,403	90,303	3,180	23,925
Prepayment		38,578	44,217	9,117	9,057
Amount due from a subsidiary	13	-	-	78,000	-
Cash and cash equivalents	16	12,994,168	12,277,604	12,645,266	11,884,939
		13,246,840	12,498,532	12,735,563	11,917,921
Total assets		22,166,960	21,531,373	21,434,715	21,080,307
Current liabilities					
Trade payables	17	88,605	74,515	-	-
Other payables and accruals	18	2,277,196	409,650	137,848	125,510
Deferred government grant		45,544	-	-	-
Lease liabilities	22	199,800	234,416	-	-
Provision for taxation		65,446	18,589	-	453
		2,676,591	737,170	137,848	125,963
Net current assets		10,570,249	11,761,362	12,597,715	11,791,958
Non-current liabilities					
Other payables	18	-	1,317,666	-	-
Lease liabilities	22	88,801	96,299	-	-
Deferred tax liabilities, net	8	29,953	21,128	-	-
		118,754	1,435,093	-	-
Total liabilities		2,795,345	2,172,263	137,848	125,963
Net assets		19,371,615	19,359,110	21,296,867	20,954,344
Equity attributable to equity holders of the Company					
Share capital	19(a)	20,776,719	20,776,719	20,776,719	20,776,719
Capital reserve	19(b)	227,730	227,730	227,730	227,730
Revenue reserve		(1,632,834)	(1,645,339)	292,418	(50,105)
Total equity		19,371,615	19,359,110	21,296,867	20,954,344
Total equity and liabilities		22,166,960	21,531,373	21,434,715	21,080,308

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Share capital (Note 19a) \$	Capital reserve (Note 19b) \$	Revenue reserve \$	Total equity \$
Group				
Opening balance at 1 January 2020	20,776,719	227,730	(1,645,339)	19,359,110
Profit for the year, representing total comprehensive income for the year	-	-	12,505	12,505
Total comprehensive income for the year	-	-	12,505	12,505
Closing balance at 31 December 2020	20,776,719	227,730	(1,632,834)	19,371,615
Opening balance at 1 January 2019	20,776,719	227,730	(2,415,148)	18,589,301
Profit for the year, representing total comprehensive income for the year	-	-	769,809	769,809
Total comprehensive income for the year	-	-	769,809	769,809
Closing balance at 31 December 2019	20,776,719	227,730	(1,645,339)	19,359,110

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Share capital (Note 19a) \$	Capital reserve (Note 19b) \$	Revenue reserve \$	Total equity \$
Company				
Opening balance at 1 January 2020	20,776,719	227,730	(50,105)	20,954,344
Profit for the year, representing total comprehensive income for the year	-	-	342,523	342,523
Total comprehensive income for the year	-	-	342,523	342,523
Closing balance at 31 December 2020	20,776,719	227,730	292,418	21,296,867
Opening balance at 1 January 2019	20,776,719	227,730	(386,767)	20,617,682
Profit for the year, representing total comprehensive income for the year	-	-	336,662	336,662
Total comprehensive income for the year	-	-	336,662	336,662
Closing balance at 31 December 2019	20,776,719	227,730	(50,105)	20,954,344

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Group 2020 \$	Group 2019 \$
Cash flows from operating activities			
Profit before tax		85,835	788,681
Adjustments for:			
Depreciation of plant and equipment	9	132,122	136,053
Depreciation of right-of-use assets	22	254,372	255,084
Loss on disposal of plant and equipment	7	5,009	–
Interest income	5	(111,631)	(191,205)
Interest expenses		9,780	17,354
Fair value adjustment on contingent consideration for business combination	24	542,334	(561,556)
Unrealised exchange loss		231	178
Other income arising from rental relief		(42,590)	–
Operating cash flows before working capital changes		875,462	444,589
(Increase)/decrease in trade and other receivables		(25,845)	1,443
(Increase)/decrease in inventories		(32,283)	17,363
Decrease in prepayments		5,639	8,525
Increase/(decrease) in trade and other payables and accruals		21,636	(57,644)
Increase in deferred government grant		45,544	–
Cash generated from operations		890,153	414,276
Interest received		132,376	185,449
Income tax (paid)/refund		(17,648)	46
Net cash flows generated from operating activities		1,004,881	599,771
Cash flows from investing activity			
Purchase of plant and equipment		(65,176)	(3,110)
Net cash flows used in investing activity		(65,176)	(3,110)
Cash flows from financing activity			
Repayment of lease liabilities	22	(222,910)	(266,400)
Net cash flows used in financing activity		(222,910)	(266,400)
Net increase in cash and cash equivalents		716,795	330,261
Cash and cash equivalents at beginning of year	16	12,277,604	11,947,521
Effect of exchange rate changes on cash and cash equivalent		(231)	(178)
Cash and cash equivalents at end of year	16	12,994,168	12,277,604

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

1. CORPORATE INFORMATION

Asia Vets Holdings Ltd. (the “Company”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST). The Company is considered to be a de facto subsidiary of Tan Gee Beng Pte. Ltd. In this connection, the immediate and ultimate holding company of the Company is Tan Gee Beng Pte. Ltd., which is incorporated in Singapore.

The registered office and principal place of business of the Company is located at 95 Amoy Street, Singapore 069915.

The principal activity of the Company is investment holding. The principal activities of the subsidiary are disclosed in Note 10 to the financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)).

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (“SGD” or “\$”), except when otherwise indicated.

2.2 Adoption of new and amended standards

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are relevant to the Group and effective for annual financial periods beginning on or after 1 January 2020. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

Early adoption of amendment to SFRS(I) 16 Leases: Covid-19 Related Rent Concessions

The Group has early adopted the amendment to SFRS(I) 16 which is effective for annual financial periods beginning on or after 1 June 2020. This amendment introduced an optional practical expedient for lessees from assessing whether a rent concession related to Covid-19 is a lease modification.

The Group has applied this practical expedient to all property leases. As a result of applying this practical expedient, rental relief of \$42,590 (Note 22) was recognised as other operating income in the profit or loss during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7 <i>Interest Rate Benchmark Reform- Phase 2</i>	1 January 2021
Amendments to SFRS(I) 1-16 <i>Property, Plant and Equipment: Proceeds before Intended Use</i>	1 January 2022
Amendments to SFRS(I) 1-37 <i>Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts- Cost of Fulfilling a Contract</i>	1 January 2022
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements: Classification of Liabilities as Current or Non-current</i>	1 January 2023
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an investor and its Associate or Joint Venture</i>	Date to be determined

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

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

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

(b) Business combinations and goodwill

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Basis of consolidation and business combinations (Continued)

(b) *Business combinations and goodwill (Continued)*

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is an asset or liability are recognised in profit or loss.

Non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of 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 net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating unit (CGU) that is expected to benefit from the synergies of the combination.

The CGU to which goodwill has been allocated is tested for impairment annually and whenever there is an indication that the CGU may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates.

2.5 Foreign currency

The financial statements are presented in Singapore Dollars, which is also the Company and its subsidiary's functional currency.

Transactions and balances

Transactions in foreign currencies are measured in the functional currency of the Company and its subsidiary and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Plant and equipment

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Veterinary and medical equipment	–	7 years
Office and other equipment	–	7 years
Furniture and fixtures	–	7 years
Computer and software	–	3 years

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

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in profit or loss in the year the asset is derecognised.

2.7 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiary are accounted for at cost less impairment losses.

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Impairment of non-financial assets (Continued)

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit and loss.

2.9 Financial instruments

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

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

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The financial assets of the Group are measured at amortised cost.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

De-recognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Financial instruments (Continued)

(b) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

(i) Amortised cost

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

(ii) Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On de-recognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.10 Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. 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 expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. 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 recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Impairment of financial assets (Continued)

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical loss rate of trade receivables, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group may also consider a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.11 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and fixed deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Veterinarian supplies: purchase costs on a weighted average basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

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

2.13 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Employees benefits

(a) *Defined contribution plan*

The Group makes contributions to the Central Provident Fund (“CPF”) scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) *Employee leave entitlement*

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

2.15 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) *Veterinary services*

The Group provides veterinary treatments to various kind of pets which include consultation and surgery & procedures.

Revenue from the rendering of services are recognised when the services are rendered to the customer at a point in time upon the completion of the services.

(b) *Sales of veterinary medicines and products*

Revenue from sale of veterinary medicines and products are recognised when control of the goods has been transferred to the customer at a point in time. Control is transferred upon the transfer of significant risk and rewards of ownership of the goods, which generally coincides with the delivery of goods.

The amount of revenue recognised is based on the contractual price and does not include variable consideration such as right of returns, refunds, trade discounts or volume rebates.

(c) *Interest income*

Interest income is recognised using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.16 Government grants

Government grants are recognised when 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 fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

When the grant relates to an expense item, it is recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as "Other income". Alternatively, they are deducted in reporting the related expenses.

2.17 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted by the end of the reporting period, in the country where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investment in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Taxes (Continued)

(b) *Deferred tax (Continued)*

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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 tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) *Goods and Services Tax (GST)*

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

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

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Share capital and share issuance expenses

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.

2.19 Segmental reporting

The Group operate in Singapore in one business segment, that of provision of veterinary services and sales of veterinary medicines and products to the customers in Singapore.

No geographical segment information has been prepared as the Group's assets and operations are all located in Singapore.

2.20 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group.

2.21 Leases

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.

(a) *As lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Leases (Continued)

(a) *As lessee (Continued)*

The Group has applied the amendment to SFRS(I) 16 Leases: Covid-19-Related Rent Concessions. The Group applies the practical expedient allowing it not to assess whether a rent concession related to Covid-19 is a lease modification. The Group applies the practical expedient consistently to contracts with similar characteristics and in similar circumstances.

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). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Property	–	2 to 3 years
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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 right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.8.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed 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.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Leases (Continued)

(a) *As lessee (Continued)*

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of assets (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management is of the opinion that there is no instance of application of judgement which is expected to have a significant effect on the amounts recognised in the financial statements.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) *Impairment assessment of goodwill*

As disclosed in Note 12 to the financial statements, the recoverable amount of the CGU which goodwill has been allocated to is determined based on value in use calculation. The value in use calculation is based on a discounted cash flow model. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The key assumptions applied in the determination of the value in use including a sensitivity analysis, are disclosed and further explained in Note 12 to the financial statements.

The carrying amount of the goodwill as at 31 December 2020 is disclosed in Note 12.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

3.2 Key sources of estimation uncertainty (Continued)

(b) Impairment of investment in and loan to a subsidiary

An impairment exists when the carrying value of an investment in a subsidiary exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years. The recoverable amount is most sensitive to the annual growth rate of the business, the budgeted gross profit margin, the discount rate and the terminal growth rate used for the discounted cash flow model. The carrying amount of the investment as at 31 December 2020 is disclosed in Note 10.

The loan to a subsidiary is subject to expected credit loss (“ECL”) assessment at year end. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of the actual default in the future. The information about the ECL on the loan due from a subsidiary is disclosed in Note 23(a).

4. REVENUE

This represents revenue from rendering of veterinary services and sales of veterinary medicines and products.

	Group	
	2020 \$	2019 \$
Veterinary services	2,315,552	2,192,322
Sales of veterinary medicines and products	2,007,635	1,615,474
Total revenue recognised at point in time	4,323,187	3,807,796

The revenues are all generated from a single operating segment in Singapore.

5. OTHER OPERATING INCOME

	Group	
	2020 \$	2019 \$
Interest income from financial institutions	111,631	191,205
Government grants	275,449	4,377
Fair value adjustment on contingent consideration for business combination (Note 24)	–	561,556
Foreign exchange gain	181	332
Miscellaneous income	751	–
	388,012	757,470

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5. OTHER OPERATING INCOME (CONTINUED)

Government grants relates mainly to Covid-19 relief measures and support comprising the Job Support Scheme (“JSS”) grants and Rental Relief Framework (“RRF”) grants.

JSS provides wage support to employers to help them retain their local employees during the period of economic uncertainty. Employers who have made CPF contributions for their local employees will qualify for the payouts under the scheme. The Company recognised the related grant receivables (Note 15) when there is reasonable assurance that the grant conditions are satisfied. Deferred government grant is recognised as other operating income in the profit or loss on a systematic basis over the months in which the related salary costs are recognised as expenses.

RRF provides rental relief to eligible Small and Medium Enterprises (“SMEs”) who are tenant-occupiers for 2 months (April to May 2020) for qualifying commercial properties or 1 month (April 2020) for non-residential properties based on the contractual rent, excluding any maintenance fee and service charges.

6. OTHER EXPENSES

	Group	
	2020	2019
	\$	\$
Fair value adjustment on contingent consideration for business combination (Note 24)	542,334	–

7. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Group	
	2020	2019
	\$	\$
Professional fees	107,802	86,285
Loss on disposal of plant and equipment	5,009	–
Depreciation of plant and equipment	132,122	136,053
Depreciation of right-of-use assets	254,372	225,084
Inventories recognised as an expense in cost of sales	1,028,822	857,545
Net foreign exchange gain	(181)	(154)
Employee benefits expense:		
– Salaries and bonuses	1,841,248	1,721,885
– Directors’ fees	138,500	109,500
– Employer’s contributions to Central Provident Fund	167,358	150,212

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

8. INCOME TAX EXPENSE

(a) Major components of income tax expense

The major components of income tax expense for the years ended 31 December are:

	Group	
	2020	2019
	\$	\$
Current income tax		
– Current year	65,446	18,588
– Over provision in respect of previous year	(941)	(46)
Deferred income tax		
– Origination temporary differences	8,825	330
Income tax expense recognised in profit or loss	<u>73,330</u>	<u>18,872</u>

(b) Relationship between tax expense and accounting profit

A reconciliation between the tax expense and the product of accounting profit multiplied by the applicable tax rate for the years ended 31 December are as follows:

	Group	
	2020	2019
	\$	\$
Profit before tax	<u>85,835</u>	<u>788,681</u>
Income tax at statutory rate of 17% (2019: 17%)	14,592	134,076
Adjustments:		
Income not subjected to taxation	(127,784)	(170,641)
Non-deductible expenses	204,888	91,203
Benefits from previously unutilised capital allowances	–	(10,645)
Effects of partial tax exemption and tax rebate	(17,425)	(25,075)
Overprovision in respect of previous years	(941)	(46)
Income tax expense recognised in profit or loss	<u>73,330</u>	<u>18,872</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

8. INCOME TAX EXPENSE (CONTINUED)

(c) Deferred taxation

Deferred income tax as at 31 December relates to the following:

	Group			
	Balance sheet		Statement of comprehensive income	
	2020	2019	2020	2019
	\$	\$	\$	\$
Deferred tax liabilities:				
Differences in depreciation for tax purposes	(32,141)	(25,553)	6,588	4,755
Deferred tax assets:				
Provisions	2,188	4,425	2,237	(4,425)
Net deferred tax liabilities	<u>(29,953)</u>	<u>(21,128)</u>		
Deferred tax expense			<u>8,825</u>	<u>330</u>

9. PLANT AND EQUIPMENT

	Veterinary and medical equipment \$	Office and other equipment \$	Computer and software \$	Furniture and fixtures \$	Total \$
Group					
Cost:					
At 1 January 2019	458,667	5,565	18,018	6,647	488,897
Additions	–	–	560	2,550	3,110
At 31 December 2019 and 1 January 2020	458,667	5,565	18,578	9,197	492,007
Additions	42,800	–	20,576	1,800	65,176
Disposals	(17,545)	–	–	–	(17,545)
At 31 December 2020	<u>483,922</u>	<u>5,565</u>	<u>39,154</u>	<u>10,997</u>	<u>539,638</u>
Accumulated depreciation:					
At 1 January 2019	46,809	290	4,656	881	52,636
Charge for the year	124,823	795	7,842	2,593	136,053
At 31 December 2019 and 1 January 2020	171,632	1,085	12,498	3,474	188,689
Charge for the year	119,305	795	9,127	2,895	132,122
Disposals	(12,536)	–	–	–	(12,536)
At 31 December 2020	<u>278,401</u>	<u>1,880</u>	<u>21,625</u>	<u>6,369</u>	<u>308,275</u>
Net carrying amount:					
At 31 December 2019	<u>287,035</u>	<u>4,480</u>	<u>6,080</u>	<u>5,723</u>	<u>303,318</u>
At 31 December 2020	<u>205,521</u>	<u>3,685</u>	<u>17,529</u>	<u>4,628</u>	<u>231,363</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

10. INVESTMENT IN A SUBSIDIARY

	Group	
	2020 \$	2019 \$
Shares, at cost	100	100
Additional investment in a subsidiary*	1,660,470	1,660,470
Transaction cost relating to the acquisition	1,925,881	1,925,881
	3,586,451	3,586,451

* The additional investment arose from the difference between the transaction price and the fair value of the interest free loan to the subsidiary. The fair value of the loan is estimated by discounting future cash flows at prevailing market rate.

Details of the Company's subsidiary at 31 December are as follows:

Name of subsidiary	Country of incorporation and principal place of business	Principal activities	2020 %	2019 %
Held by the Company				
AVH Animal Ark Pte. Ltd. ¹	Singapore	Own and operate veterinary clinics	100%	100%

¹ Audited by Ernst & Young LLP, Singapore

Acquisition of a subsidiary

In 2017, the Company entered into a sale and purchase agreement with Hu Zhi Investments Limited (the "Vendor") and David Wendyl Karl Jenkins in relation to the acquisition of the entire issued share capital of AVH Animal Ark Pte. Ltd. (the "Subsidiary") ("Acquisition"). On 13 August 2018, the Subsidiary completed the Acquisition by obtaining a loan of \$5,680,726 (Note 13) from the Company to finance the acquisition of the relevant businesses and assets (consisting of moveable plant and equipment, inventories and cash and cash equivalents) of the following entities.

- (i) The Animal Ark (TCM) Pte. Ltd.;
- (ii) The Animal Ark (Tampines) Pte. Ltd.;
- (iii) The Animal Ark (Binjai) Pte. Ltd.;
- (iv) The Animal Ark Pte. Ltd. (collectively, the "Animal Ark Group").

In consideration for the Acquisition, the Company shall pay to the Vendor, an aggregate purchase consideration of \$9,300,000. The purchase consideration consists of 80% of initial payout and 20% of retention sum. The purchase consideration shall be fully satisfied by 70% in cash and 30% via the issuance and allotment of the Company's shares.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

10. INVESTMENT IN A SUBSIDIARY (CONTINUED)

Acquisition of a subsidiary (Continued)

The initial payout and retention sum of the purchase consideration is as follows:

(a) *Initial payout*

- (i) 56% of the purchase consideration to be settled via cash immediately upon completion; and
- (ii) 24% of the purchase consideration to be paid via the issuance and allotment of the new shares of the Company.

(b) *Retention sum*

- (i) 14% of the purchase consideration to be paid in cash and which shall be held in escrow by the Company for the retention period of 30 months after the completion date (the "Retention Period") and the average earnings before interest and tax (the "EBIT") determination period being 20 days after the expiry of the Retention Period (the "Average EBIT Determination Period"); and
- (ii) 6% of the purchase consideration to be paid via the issuance and allotment of the new shares of the Company at an issue price based on the 10-day volume-weighted average price of the Company's shares prior to the 30-month anniversary of the completion date.

Contingent consideration arrangement

The retention sum will be adjusted based on the following adjustment mechanism:

- (a) If the EBIT (on an annualised basis) derived from the business and assets of the Company over the Retention Period (the "Average EBIT") is less than the agreed EBIT as specified in the Sales and Purchase Agreement (the "Agreed EBIT"), the vendor shall fully indemnify the Company for the difference between the Average EBIT and the Agreed EBIT by way of adjustment of the retention sum to be paid by the Company to the vendor at the end of the Average EBIT Determination Period. The retention sum shall be adjusted downwards proportionately in accordance with the mechanism specified in the Sales and Purchase Agreement to reflect the lower EBIT, provided that in all circumstances, the amount to be adjusted shall be capped at the retention sum.
- (b) If the Average EBIT is more than 105% of the Agreed EBIT, the retention sum to be paid at the end of the Average EBIT Determination Period shall be increased proportionally in accordance with the mechanism specified in the Sales and Purchase Agreement to account for any additional average EBIT (on an annualised basis) exceeding 105% of the Agreed EBIT.

As at 31 December 2020, the fair value of the contingent consideration increased by \$542,334 to \$1,860,000. The fair value of the contingent consideration is calculated based on the actual results for the retention period of 30 months. The fair value adjustment of the contingent consideration is recognised in the other expenses line item in the Group's profit or loss for the year ended 31 December 2020.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

10. INVESTMENT IN A SUBSIDIARY (CONTINUED)

Acquisition of a subsidiary (Continued)

Contingent consideration arrangement (Continued)

The contingent consideration has been settled on 10 March 2021 at \$1,860,000. The Group settled 30% of the contingent consideration by shares at \$558,000 and the remaining 70% by cash at \$1,302,000 (note 26).

11. PROFIT PER SHARE

Basic profit per share are calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The diluted profit per share for the year ended 31 December 2020 takes into consideration the 30% of the purchase consideration to be settled via the issuance and allotment of the Company's shares.

The following tables reflect the profit and share data used in the computation of basic and diluted profit per share for the years ended 31 December:

	Group	
	2020	2019
	\$	\$
Profit for the year attributable to owners of the Company used in the computation of basic and diluted profit per share	12,505	769,809
Weighted average number of ordinary shares for basic profit per share computation ('000)	138,928	138,928
Basic profit per share (in S\$ cents)	0.01	0.55
Weighted average number of ordinary shares for diluted profit per share computation ('000)	146,146	142,083
Diluted profit per share (in S\$ cents)	0.01	0.54

12. GOODWILL

	Group	
	2020	2019
	\$	\$
Cost:		
1 January/31 December	8,404,846	8,404,846

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

12. GOODWILL (CONTINUED)

Impairment testing of goodwill

Goodwill acquired from the Acquisition had been allocated to one CGU, AVH Animal Ark Pte. Ltd., for impairment testing. The recoverable amount has been determined based on value in use calculation using cash flow projections based on financial budgets approved by management covering a five-year period. The pre-tax discount rate applied to the cash flow projections and the forecasted growth rate used to extrapolate cash flow projections beyond five-year period are as follows:

	<u>2020</u>	<u>2019</u>
Growth rate	1.70%	1.70%
Pre-tax discount rate	10.50%	10.50%

Key assumptions used in the value in use calculations

The calculations of value in use are most sensitive to the following assumptions:

Growth rates – The forecasted growth rates are based on industry research and do not exceed the long-term average growth rate for the industry relevant to the CGU.

Budgeted gross margin – Gross margin of 43% (2019: 41%) are based on values targeted to be achieved over the five-year period.

Pre-tax discount rates – Discount rates represent the current market assessment of the risks specific to the CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Sensitivity to changes in assumptions

With regards to the assessment of value in use for the veterinary business, management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying value of the CGU to materially exceed its recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

13. AMOUNT DUE FROM A SUBSIDIARY

	Company	
	2020 \$	2019 \$
Non-current:		
Loan due from subsidiary ¹	5,112,701	5,575,935
Current:		
Dividend receivable from subsidiary	78,000	–
	5,190,701	5,575,935

¹ This represents the loan obtained from the Company to finance the Acquisition on 13 August 2018. The loan due from subsidiary is unsecured, interest-free and repayable in August 2023. All amounts are expected to be settled in cash.

14. INVENTORIES

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Balance sheets				
Veterinarian supplies	118,691	86,408	–	–
Consolidated statement of comprehensive income				
Inventories recognised as an expense in cost of sales	1,028,822	857,545	–	–

15. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Trade receivables	14,411	11,655	–	–
Interest receivable from financial institutions	3,180	23,925	3,180	23,925
Sundry deposits	49,567	54,638	–	–
Other receivables	28	85	–	–
Grant receivable	28,217	–	–	–
Total trade and other receivables	95,403	90,303	3,180	23,925
Add:				
Cash and bank deposits (Note 16)	12,994,168	12,277,604	12,645,266	11,884,939
Amount due from a subsidiary (Note 13)	–	–	5,190,701	5,575,935
Total financial assets carried at amortised cost	13,089,571	12,367,907	17,839,147	17,484,799

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

15. TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables

Trade receivables are unsecured, non-interest bearing and are normally settled on 30 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Expected credit losses

No allowance for expected credit losses are recognised as the historical default rate and forward-looking information result in insignificant expected credit losses (Note 23(a)).

16. CASH AND CASH EQUIVALENTS

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Cash at banks	2,916,243	470,507	2,567,341	77,842
Fixed deposits with banks	10,077,925	11,807,097	10,077,925	11,807,097
Cash and bank deposits	12,994,168	12,277,604	12,645,266	11,884,939
Cash and cash equivalents in statement of cash flows	12,994,168	12,277,604	12,645,266	11,884,939

Cash at banks

Cash at banks earns interest at floating rates based on daily bank deposit rates.

Fixed deposits with banks

Fixed deposits with banks are made for varying periods of between one and three months, depending on the immediate cash requirements of the Group, and earn interests at the respective short-term deposit rates. The weighted average effective interest rates as at 31 December 2020 for the Group was 0.76% (2019: 1.66%).

Included in cash and cash equivalents at 31 December are the following foreign currency denominated balances:

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
United States Dollar	13,246	13,473	13,246	13,473

17. TRADE PAYABLES

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Trade payables	88,605	74,515	-	-

Trade payables are non-interest bearing and are normally settled between 1 and 60 days' terms.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

18. OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Non-current:				
Other payables	-	1,317,666	-	-
Total financial liabilities carried at fair value through profit or loss	-	1,317,666	-	-
Current:				
Accrued operating expenses	347,161	347,530	137,820	122,750
Other payables	1,876,655	10,936	28	2,760
GST payables, net	53,380	51,184	-	-
Other payables and accruals	2,277,196	409,650	137,848	125,510
Less: GST payables, net	(53,380)	(51,184)	-	-
Less: Other payables carried at fair value through profit or loss	(1,860,000)	-	-	-
Total financial liabilities carried at amortised cost	363,816	358,466	137,848	125,510

Other payables consist of contingent consideration payable of \$1,860,000 at the end of the retention period (Note 10). As part of the acquisition of Animal Ark Group business, a contingent consideration has been agreed. This consideration is calculated based on the actual results for the retention period of 30 months. This amount has been settled and paid to the former business owners on 10 March 2021 (note 26).

The remaining balances relate to non-trade payables to third parties. They are non-interest bearing and are normally settled on 30 to 60 days' term.

19. SHARE CAPITAL AND RESERVES

(a) Share capital

	2020		2019	
	No. of shares '000	\$	No. of shares '000	\$
At 1 January/31 December	138,928	20,776,719	138,928	20,776,719

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 restriction. The ordinary shares have no par value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

19. SHARE CAPITAL AND RESERVES (CONTINUED)

(b) Capital reserve

Capital reserve represents the value ascribed to the bonus issue warrants and will be transferred to the share capital account when the bonus issue warrants are exercised. The balance as at year end is net of subscription fee and issuance expenses.

The Company issued 5,300,000 bonus issue warrants at an issue price of \$0.0001 per bonus issue warrant, each bonus issue warrant carrying the right to subscribe for one new share at an exercise price of \$0.25. The bonus issue warrants have expired on 30 June 2020 and not exercised.

20. DIVIDENDS

	2020 \$	2019 \$
<i>Proposed but not recognised as a liability on 31 December:</i>		
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
– Final exempt (one-tier) dividend for 2020: 0.2 cents per share (2019: nil)	277,856	–
	277,856	–

21. RELATED PARTY TRANSACTIONS

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
<i>Compensation of key management personnel</i>				
Short-term employee benefits	682,237	668,123	–	–
Central Provident Fund contributions	42,197	38,802	–	–
Directors' fees	138,500	109,500	100,000	67,000
	862,934	816,425	100,000	67,000
<i>Comprise amounts paid to:</i>				
Directors	444,961	424,609	100,000	67,000
Other key management personnel	417,973	391,816	–	–
	862,934	816,425	100,000	67,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

22. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

Group as a lessee

The Group has lease contracts for its office and veterinary clinics. These leases have an average tenure of between one to three years. There are no restrictions placed upon the Group by entering into these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Property \$
At 1 January 2019	579,761
Charge for the year	(255,084)
At 31 December 2019	324,677
Additions	213,606
Charge for the year	(254,372)
At 31 December 2020	283,911

Set out below are the carrying amounts of lease liabilities, movements during the period and reconciliation of liability arising from the Group's financing activity:

	2020 \$	2019 \$
At 1 January	330,715	579,761
Additions	213,606	–
Accretion of interest	9,780	17,354
Rental relief	(42,590)	–
Payments	(222,910)	(266,400)
At 31 December	288,601	330,715
Current	199,800	234,416
Non-current	88,801	96,299
	288,601	330,715

The following are the amounts recognised in profit or loss:

	2020 \$	2019 \$
Depreciation expense of right-of-use assets	254,372	225,084
Interest expense on lease liabilities	9,780	17,354
	264,152	242,438

The Group had total cash outflow for leases of \$222,910 in 2020.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leases portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, interest rate risk and liquidity risk. The management reviews and agrees policies and procedures for managing each of these risks. It is, and has been throughout the period under review, the Group and the Company's policy that no trading in derivative financial instruments shall be undertaken. The Group does not apply hedge accounting.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group and the Company minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. In addition, receivable balances are monitored on an ongoing basis by the Group.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 30 days' when they fall due, which are derived based on the Group's historical information. A significant increase in credit risk is presumed if a debtor is more than 30 days' past due in making contractual payment.

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 90 days' past due. Financial assets are written-off when there is no reasonable expectation of recovery, such as a debtor failing to engagement in a repayment plan with the Group. Where loans and receivables have been written off, the Company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

(i) Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to years past due. The loss allowance as at 31 December 2020 is determined as follows, the expected credit losses below also incorporate forward looking information such as forecast of economic conditions where the gross domestic product will deteriorate over the next year, leading to an increased number of defaults.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix:

	Gross carrying amount \$	Loss allowance provision \$
31 December 2020		
Trade receivables		
Current	8,568	-
1 to 30 days	597	-
31 to 60 days	2,111	-
More than 60 days	3,135	-
Total	<u>14,411</u>	<u>-</u>
31 December 2019		
Trade receivables		
Current	7,731	-
1 to 30 days	1,575	-
31 to 60 days	937	-
More than 60 days	1,412	-
Total	<u>11,655</u>	<u>-</u>

Based on the expected credit losses assessment, there is no trade receivables that are impaired at the end of the reporting period.

(ii) Amount due from a subsidiary

The Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Group measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (Continued)

Exposure to credit risk

At the end of the reporting period, the Group's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised on the balance sheets.

Credit risk concentration profile

At the end of the reporting period, approximately 44% (31 December 2019: 43%) of the Group's trade receivables were due from 3 (31 December 2019: 3) major customers located in the Singapore.

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their interest-bearing bank deposits.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity of interest rates by 50 (2019: 50) basis points lower/higher with all other variables held constant on the Group's profit before tax as a result of change in interest rates on floating rate bank balances.

	Decrease/(increase)	
	Profit before tax	
	2020	2019
	\$	\$
Increase by 50 basis points (2019: 50 basis points)	50,390	59,035
Decrease by 50 basis points (2019: 50 basis points)	(50,390)	(59,035)

(c) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group and Company's objective is to maintain a balance between continuity of funding through the use of working capital.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Liquidity risk (Continued)

Analysis of financial instruments by remaining contractual maturities

The table below summarizes the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayments obligations.

	Carrying amount \$	2020		One to five years \$
		Contractual cash flows \$	One year or less \$	
Group				
Financial assets:				
Trade and other receivables (exclude sundry deposits)	45,836	45,836	45,836	-
Cash and cash equivalents	12,994,168	12,994,168	12,994,168	-
Total undiscounted financial assets	13,040,004	13,040,004	13,040,004	-
Financial liabilities:				
Trade payables	88,605	88,605	88,605	-
Other payables and accruals (exclude GST payable, net)	2,223,816	2,223,816	2,223,816	-
Lease liabilities (Note 22)	288,601	296,500	206,500	90,000
Total undiscounted financial liabilities	2,601,022	2,608,921	2,518,921	90,000
Total net undiscounted financial assets/(liabilities)	10,438,982	10,431,083	10,521,083	(90,000)
Company				
Financial assets:				
Trade and other receivables (exclude sundry deposits)	5,193,881	5,920,899	81,180	5,839,719
Cash and cash equivalents	12,645,266	12,645,266	12,645,266	-
Total undiscounted financial assets	17,839,147	18,566,165	12,726,446	5,839,719
Financial liabilities:				
Other payables and accruals (exclude GST payable, net)	137,848	137,848	137,848	-
Total undiscounted financial liabilities	137,848	137,848	137,848	-
Total net undiscounted financial assets	17,976,995	18,428,317	12,588,598	5,839,719

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Liquidity risk (Continued)

	Carrying amount \$	2019		One to five years \$
		Contractual cash flows \$	One year or less \$	
Group				
Financial assets:				
Trade and other receivables (exclude sundry deposits)	35,665	35,665	35,665	–
Cash and cash equivalents	12,277,604	12,277,604	12,277,604	–
Total undiscounted financial assets	12,313,269	12,313,269	12,313,269	–
Financial liabilities:				
Trade payables	74,516	74,516	74,516	–
Other payables and accruals (exclude GST payable, net)	1,676,132	1,725,701	358,466	1,367,235
Lease liabilities (Note 22)	330,715	340,000	242,500	97,500
Total undiscounted financial liabilities	2,081,363	2,140,217	675,482	1,464,735
Total net undiscounted financial assets/(liabilities)	10,231,906	10,173,052	11,637,787	(1,464,735)
Company				
Financial assets:				
Trade and other receivables (exclude sundry deposits)	5,599,860	6,740,625	23,925	6,716,700
Cash and cash equivalents	11,884,939	11,884,939	11,884,939	–
Total undiscounted financial assets	17,484,799	18,625,564	11,908,864	6,716,700
Financial liability:				
Other payables and accruals (exclude GST payable, net)	125,510	125,510	125,510	–
Total undiscounted financial liability	125,510	125,510	125,510	–
Total net undiscounted financial assets	17,359,289	18,500,054	11,783,354	6,716,700

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

24. FAIR VALUE OF ASSETS AND LIABILITIES

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(b) Liabilities measured at fair value

The following table shows an analysis of each class of liabilities measured at fair value at the end of the reporting period:

	Note	Fair value measurements at the end of reporting period using			Total \$
		Quoted prices in active markets for identical instruments (Level 1) \$	Significant observable inputs other than quoted prices (Level 2) \$	Significant unobservable inputs (Level 3) \$	
Group 2020					
Current liability					
– Other payable	18	–	–	1,860,000	1,860,000
Financial liability as at 31 December 2020		–	–	1,860,000	1,860,000
2019					
Non-current liability					
– Other payable	18	–	–	1,317,666	1,317,666
Financial liability as at 31 December 2019		–	–	1,317,666	1,317,666

NOTES TO THE FINANCIAL STATEMENTS

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24. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(c) Level 3 fair value measurements

- (i) Information about significant unobservable inputs used in Level 3 fair value measurements

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3).

Description	Fair value \$	Valuation techniques	Unobservable inputs
Group			
As at 31 December 2020			
Recurring fair value measurements at FVPL			
Contingent consideration	1,860,000	Discounted cash flow	Average adjusted EBIT

Description	Fair value \$	Valuation techniques	Unobservable inputs	Range
Group				
As at 31 December 2019				
Recurring fair value measurements at FVPL				
Contingent consideration	1,317,666	Discounted cash flow	Average adjusted EBIT	\$1,073,000 to \$1,218,000

For contingent consideration, a significant increase/(decrease) in the average adjusted EBIT would result in significantly higher/(lower) fair value measurement.

The following table shows the impact on the level 3 fair value measurement of liability that are sensitive to changes in unobservable inputs that reflect reasonably possible alternative assumptions. The positive and negative effects are approximately the same.

Description	Carrying amount \$	Effect of reasonably possible alternative assumptions	
		Profit or loss \$	Other comprehensive income \$
Group			
31 December 2019			
Recurring fair value measurement at FVPL			
Contingent consideration	1,317,666	201,249	–

In order to determine the effect of the above reasonably possible alternative assumptions, the Group adjusted the following key unobservable inputs used in the fair value measurement.

For contingent consideration for business combination, the Group adjusted the average adjusted EBIT target by increasing and decreasing assumption by 5%.

For the year ended 31 December 2020, management do not expect the remaining 1.5 months of adjusted EBIT to be material, hence no significant impact on the fair value measurement.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

24. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(c) Level 3 fair value measurements (Continued)

(iii) Valuation policies and procedures

The Group's Chief Financial Officer (CFO) oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

(d) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

Trade and other receivables (Note 15), cash and cash equivalents (Note 16), trade payables (Note 17) and other payables and accruals (Note 18).

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

(e) Assets not carried at fair value but for which fair value is disclosed

The following table shows an analysis of the Company's liability not measured at fair value but for which value is disclosed:

	Company Significant observable inputs other than quoted prices (Level 2) \$	Carrying amount \$
31 December 2020		
Assets:		
Amount due from a subsidiary	5,019,502	5,112,701
31 December 2019		
Assets:		
Amount due from a subsidiary	4,582,038	5,575,935

The fair value as disclosed in the table above is estimated using the present values of future cash flows, discounted at market interest rate for similar type of loan.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

25. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2019 and 31 December 2020.

26. EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 10 March 2021, the Group settled the contingent consideration of \$1,860,000. The Group settled 30% of the contingent consideration by shares at \$558,000 and the remaining 70% by cash at \$1,302,000.

27. AUTHORISATION OF FINANCIAL STATEMENTS

The audited financial statements for the financial year ended 31 December 2020 were authorised for issue in accordance with a resolution of directors on 31 March 2021.

STATISTICS OF SHAREHOLDINGS

AS AT 19 MARCH 2021

SHARE CAPITAL

Issued and Fully Paid-up Capital	:	S\$21,650,919
Number of Issued Shares	:	146,145,696
Class of Shares	:	Ordinary shares
Voting Rights	:	One vote per ordinary share (excluding treasury shares and subsidiary holdings)
Number of Treasury Shares	:	Nil
Number of Subsidiary Holdings	:	Nil

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

Name of Substantial Shareholder	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Tan Gee Beng Private Limited	57,539,331	39.37	–	–
Tan Tong Guan ⁽¹⁾	1,726,501	1.18	57,539,331	39.37
Tan Geok Moey ⁽¹⁾	–	–	57,539,331	39.37
Tan Yoke Hong ⁽¹⁾	–	–	57,539,331	39.37
Tan Ah Chew ⁽²⁾	8,845,000	6.05	290,000	0.20
Lin Chung Chieh Eugene (Lin Zhongjie Eugene) ⁽³⁾	7,514,847	5.14	7,514,847	5.14
Poh E-lynn Elaine (Fu Yilin Elaine) ⁽³⁾	7,514,847	5.14	7,514,847	5.14

Notes:-

- ⁽¹⁾ Each of Mr Tan Tong Guan, Ms Tan Geok Moey and Ms Tan Yoke Hong is deemed to have an interest in the 57,539,331 shares held by Tan Gee Beng Private Limited by virtue of Section 7 of the Companies Act, Cap. 50.
- ⁽²⁾ Mr Tan Ah Chew is deemed to have an interest in the 290,000 shares held by his spouse.
- ⁽³⁾ Dr Lin Chung Chieh Eugene (Lin Zhongjie Eugene) is deemed to have an interest in the 7,514,847 shares held by his spouse, Ms Poh E-lynn Elaine (Fu Yilin Elaine) and *vice versa*. 3,906,000 shares of each of Dr Lin Chung Chieh Eugene (Lin Zhongjie Eugene) and Ms Poh E-lynn Elaine (Fu Yilin Elaine) are held through DBS Nominees (Private) Limited.

SHAREHOLDINGS IN THE HANDS OF THE PUBLIC

Based on information available to the Company as at 19 March 2021 and to the best knowledge of the Directors of the Company, approximately 42.91% of the issued ordinary shares of the Company are held in the hands of the public, as defined in the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”). Accordingly, the Company is in compliance with Rule 723 of the Catalist Rules, which requires at least 10% of the equity securities to be in the hands of the public.

STATISTICS OF SHAREHOLDINGS

AS AT 19 MARCH 2021

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	1	0.26	82	0.00
100 – 1,000	126	32.56	118,500	0.08
1,001 – 10,000	102	26.35	659,400	0.45
10,001 – 1,000,000	145	37.47	19,530,705	13.37
1,000,001 AND ABOVE	13	3.36	125,837,009	86.10
TOTAL	387	100.00	146,145,696	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	TAN GEE BENG PRIVATE LTD	57,539,331	39.37
2	UOB KAY HIAN PRIVATE LIMITED	22,752,637	15.57
3	TAN AH CHEW	8,845,000	6.05
4	DBS NOMINEES (PRIVATE) LIMITED	8,645,500	5.92
5	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	6,781,745	4.64
6	NG ENG SENG	4,480,001	3.07
7	LIN CHUNG CHIEH EUGENE (LIN ZHONGJIE EUGENE)	3,608,847	2.47
8	POH E-LYNN ELAINE (FU YILIN ELAINE)	3,608,847	2.47
9	TAN BOON KIAT VINCENT (CHEN WENJIE VINCENT)	2,511,800	1.72
10	TAN HOW KIAT JASON	1,978,300	1.35
11	TAN WAN LING (CHEN WANREN)	1,750,000	1.20
12	TAN TONG GUAN	1,726,501	1.18
13	LOW SEE CHING (LIU SHIJIN)	1,608,500	1.10
14	OCBC SECURITIES PRIVATE LIMITED	852,000	0.58
15	PHILLIP SECURITIES PTE LTD	778,200	0.53
16	LI HUNG	750,000	0.51
17	LOW EE HWEE	750,000	0.51
18	LYE IR-WIN BRUCE	717,400	0.49
19	TAN CHIEW KUI	650,000	0.44
20	JAMES ALVIN LOW YIEW HOCK	518,000	0.35
	TOTAL	130,852,609	89.52

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of ASIA VETS HOLDINGS LTD. (the “**Company**”) will be held by way of electronic means on Tuesday, 27 April 2021 at 3.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020, together with the Auditor’s Report thereon.
(Resolution 1)
2. To declare a first and final tax-exempt (one-tier) dividend of 0.2 Singapore cents per ordinary share for the financial year ended 31 December 2020.
(Resolution 2)
3. To re-elect Ms Tan Geok Moey, a Director of the Company who is retiring pursuant to Regulation 95 of the Constitution of the Company and who, being eligible, offers herself for re-election, as a Director of the Company.
(Resolution 3)
[See Explanatory Note (i)]
4. To re-elect Mr Teo Yi-Dar, a Director of the Company who is retiring pursuant to Regulation 95 of the Constitution of the Company and who, being eligible, offers himself for re-election, as a Director of the Company.
(Resolution 4)
[See Explanatory Note (ii)]
5. That, subject to and contingent upon the passing of Resolutions 4 and 6, and pursuant to Rule 406(3)(d)(iii)(A) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), which will take effect from 1 January 2022, shareholders of the Company to approve the continued appointment of Mr Teo Yi-Dar as an Independent Director of the Company, and the authority conferred by this Resolution shall remain in force until the earlier of the following: (a) the retirement or resignation of Mr Teo Yi-Dar; or (b) the conclusion of the third AGM of the Company following the passing of this Resolution.
(Resolution 5)
[See Explanatory Note (iii)]
6. That, subject to and contingent upon the passing of Resolutions 4 and 5, and pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, which will take effect from 1 January 2022, shareholders of the Company (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates) to approve the continued appointment of Mr Teo Yi-Dar as an Independent Director of the Company, and the authority conferred by this Resolution shall remain in force until the earlier of the following: (a) the retirement or resignation of Mr Teo Yi-Dar; or (b) the conclusion of the third AGM of the Company following the passing of this Resolution.
(Resolution 6)
[See Explanatory Note (iii)]
7. To approve the payment of Directors’ fees of S\$138,500 for the financial year ended 31 December 2020 (2019: S\$109,500).
(Resolution 7)
8. To re-appoint Messrs Ernst & Young LLP, Public Accountants and Chartered Accountants, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
(Resolution 8)
9. To transact any other ordinary business which may properly be transacted at an AGM.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without any modifications, the following resolution as an Ordinary Resolution:

10. Authority to issue shares

That pursuant to Section 161 of the Companies Act (Cap. 50) and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) 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 the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising 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
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

NOTICE OF ANNUAL GENERAL MEETING

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) 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.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

(Resolution 9)

[See Explanatory Note (iv)]

By Order of the Board

Fiona Lim Pei Pei
Company Secretary
Singapore, 12 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Ms Tan Geok Moey will, upon re-election as a Director of the Company, remain as the Non-Executive Director, and a member of the Nominating Committee, the Remuneration Committee and the Audit Committee of the Company. Ms Tan Geok Moey is considered non-independent by the Board of Directors of the Company (the “**Board**”) pursuant to Rule 704(7) of the Catalist Rules. Please refer to pages 35 to 42 of the Report on Corporate Governance in the Annual Report 2020 for the detailed information of Ms Tan Geok Moey as required pursuant to Rule 720(5) of the Catalist Rules. Key information of Ms Tan Geok Moey can be found under the sections entitled “Directors Profile” and “Directors’ Statement” of the Annual Report 2020.
- (ii) Mr Teo Yi-Dar will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee of the Company. Mr Teo Yi-Dar is considered independent by the Board pursuant to Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Teo Yi-Dar and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to pages 35 to 42 of the Report on Corporate Governance in the Annual Report 2020 for the detailed information of Mr Teo Yi-Dar as required pursuant to Rule 720(5) of the Catalist Rules. Key information of Mr Teo Yi-Dar can be found under the section entitled “Directors Profile” of the Annual Report 2020.
- (iii) Resolutions 5 and 6, which are subject to the continued appointment of Mr Teo Yi-Dar as a Director of the Company (if Resolution 4 is duly approved), are proposed in anticipation of Rule 406(3)(d)(iii) of the Catalist Rules.

Pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will take effect from 1 January 2022, a director will not be independent if he/she has served on the Board for an aggregate of more than nine (9) years unless his/her continued appointment as an independent director has been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders, excluding the directors and chief executive officer of the issuer, and associates of such directors and chief executive officer (the “**Two-Tier Voting**”).

Mr Teo Yi-Dar would have served as an Independent Director of the Company for an aggregate term of more than nine (9) years on 22 February 2022 (since the date of his first appointment on 22 February 2013), and would not be considered independent unless his continued appointment as an Independent Director of the Company has been sought and approved by a Two-Tier Voting process prior to 22 February 2022 (which is before the date by which the next AGM of the Company is required to be held).

The Board (with the concurrence of the Nominating Committee) has determined that Mr Teo Yi-Dar continues to remain objective and independent-minded in Board deliberations. His vast experience enables him to provide the Board and the various Board committees on which he serves, with pertinent experience and competence to facilitate sound decision-making and that his length of service does not in any way interfere with his exercise of independent judgment nor hinder his ability to act in the best interest of the Company.

Resolutions 5 and 6, if passed, will enable Mr Teo Yi-Dar to continue his appointment as an Independent Director of the Company (unless his appointment has been changed subsequent to this AGM of the Company) pursuant to Rule 406(3)(d)(iii) of the Catalist Rules, and the authority conferred by the Resolutions 5 and 6 shall remain in force until the earlier of the following: (a) the retirement or resignation of Mr Teo Yi-Dar; or (b) the conclusion of the third AGM of the Company following the passing of the Resolutions 5 and 6. Resolution 5 is conditional upon Resolution 6 being duly approved, else Mr Teo Yi-Dar will be designated as Non-Independent Director of the Company (if Resolution 4 is duly approved) with immediate effect and the Board will consider other alternative including refreshment of the Board.

- (iv) Ordinary Resolution 9 in item 10 above, if passed, will empower the Directors of the Company, effective 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 to be held, or such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to shareholders of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Annual General Meeting of the Company (the “**Meeting**”) is being convened, and will be held, by way of 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. Printed copies of this Notice and the accompanying proxy form for the Meeting will not be sent to members of the Company. Instead, this Notice and the accompanying proxy form for the Meeting will be sent to members of the Company by electronic means via publication on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company’s corporate website at the URL <http://asiavets.com/investor-relations/>.
2. Alternative arrangements relating to attendance at the Meeting via electronic means (including arrangements by which the Meeting can be electronically accessed via “live” audio-visual webcast (“**LIVE WEBCAST**”) or “live” audio-only stream (“**LIVE AUDIO STREAM**”)), submission of questions in advance of the Meeting, addressing of substantial and relevant questions before or during the Meeting and voting by appointing the Chairman of the Meeting as proxy at the Meeting, are set out in the accompanying Company’s announcement dated 12 April 2021 (the “**Announcement**”), which has been published together with this Notice on the same day. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice in respect of the Meeting.
3. Due to the current COVID-19 situation in Singapore, a member of the Company will not be able to attend the Meeting in person. Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) entitled to vote at the Meeting must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be deposited at 21 Bukit Batok Crescent, #29-84 Wcega Tower, Singapore 658065 by post or via email to general@asiavets.com, in either case, by 3.30 p.m. on 24 April 2021 (being not less than 72 hours before the time appointed for holding the Meeting).
6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. An investor who holds shares under the Supplementary Retirement Scheme (“**SRS Investor**”) and wishes to appoint the Chairman of the Meeting as proxy should approach his/her respective SRS Operators to submit his/her votes at least 7 working days before the Meeting (i.e. by 3.30 p.m. on 16 April 2021).
8. This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Catalist Rules.

This notice has not been examined or approved by the 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 Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

NOTICE OF ANNUAL GENERAL MEETING

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM of the Company via LIVE WEBCAST or LIVE AUDIO STREAM, or (c) submitting any question prior to the AGM of the Company 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 and analysis by the Company (or its agents or service providers) of the instruments appointing the Chairman of the Meeting as proxy for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or LIVE AUDIO STREAM to observe the proceedings of the AGM of the Company and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the AGM of the Company and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM of the Company may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM of the Company. Accordingly, the personal data of a member (such as his name, his presence at the AGM of the Company and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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ASIA VETS HOLDINGS LTD.

(Company Registration No. 201003501R)
(Incorporated in the Republic of Singapore)

PROXY FORM FOR ANNUAL GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Annual General Meeting of the Company (the "AGM") is being convened, and will be held, by way of 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. Printed copies of the Notice of AGM and this accompanying proxy form for the AGM ("Proxy Form") will not be sent to members of the Company. Instead, the Notice of AGM and this Proxy Form will be sent to members of the Company by electronic means via publication on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <http://asiavets.com/investor-relations/>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions in advance of the AGM, addressing of substantial and relevant questions before or during the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying announcement by the Company dated 12 April 2021 (the "Announcement"), which has been published together with the Notice of AGM on the same day. For the avoidance of doubt, the Announcement is circulated together with and forms part of the Notice of AGM in respect of the AGM.
3. Due to the current COVID-19 situation in Singapore, a member of the Company will not be able to attend the AGM in person. Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (whether individual or corporate and including a Relevant Intermediary) entitled to vote at the AGM must appoint the Chairman of the Meeting to act as proxy and direct the vote at the AGM.

I/We, _____ (Name) _____ (NRIC/Passport No.)
of _____

being a member/members of Asia Vets Holdings Ltd. (the "Company"), hereby appoint the Chairman of the Annual General Meeting of the Company (the "Meeting") as *my/our proxy to vote for *me/us on *my/our behalf at the Meeting to be held by way of electronic means on Tuesday, 27 April 2021 at 3.30 p.m. and at any adjournment thereof.

*I/We direct the Chairman of the Meeting, being *my/our proxy, to vote for or against, or abstain from voting on the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the appointment of the Chairman of the Meeting as *my/our proxy will be treated as invalid.

All Resolutions put to the vote at the Meeting shall be decided by way of poll.

No.	Resolutions relating to:	No. of votes 'For'**	No. of votes 'Against**	No. of votes 'Abstain**
1	Adoption of the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020, together with the Auditor's Report thereon			
2	Payment of proposed first and final tax-exempt (one-tier) dividend of 0.2 Singapore cents per ordinary share for the financial year ended 31 December 2020			
3	Re-election of Ms Tan Geok Moey as a Director of the Company			
4	Re-election of Mr Teo Yi-Dar as a Director of the Company			
5	Approval of Mr Teo Yi-Dar's continued appointment as an Independent Director of the Company by shareholders			
6	Approval of Mr Teo Yi-Dar's continued appointment as an Independent Director of the Company by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates)			
7	Approval of the payment of Directors' fees amounting to S\$138,500 for the financial year ended 31 December 2020			
8	Re-appointment of Messrs Ernst & Young LLP as Auditors of the Company and authority to Directors of the Company to fix their remuneration			
9	Authority to issue shares in the capital of the Company			

* Delete as appropriate

** If you wish the Chairman of the Meeting as your proxy to exercise all your votes 'For' or 'Against' or 'Abstain' from voting a resolution, please tick (✓) within the box provided in respect of that resolution. Alternatively, please indicate the number of votes as appropriate in the relevant box provided in respect of that resolution. If you mark the abstain box for a particular resolution, you are directing the Chairman of the Meeting as your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2021

Total no. of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Member(s)
and/or Common Seal of Corporate Member



Notes:

1. Please insert the total number of shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), 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 the Chairman of the Meeting as proxy shall be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 situation in Singapore, a member of the Company will not be able to attend the Meeting in person. Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) entitled to vote at the Meeting must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be deposited at 21 Bukit Batok Crescent, #29-84 Wcega Tower, Singapore 658065 by post or via email to general@asiavets.com, in either case, by 3.30 p.m. on 24 April 2021 (being not less than seventy-two (72) hours before the time appointed for holding the Meeting).
5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
6. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with 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. This Proxy Form is not valid for use by an investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investor**") and shall be ineffective for all intents and purposes if used or purported to be used by him/her. A SRS Investor who wishes to appoint the Chairman of the Meeting as proxy should approach his/her respective SRS Operators to submit his/her votes at least seven (7) working days before the Meeting (i.e. by 3.30 p.m. on 16 April 2021).

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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 of the Company, 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 Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 12 April 2021.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Tong Guan	Executive Chairman & CEO
Tan Geok Moey	Non-Executive Director
Teo Yi-Dar	Lead Independent Director
Kim Seah Teck Kim	Independent Director
Henry Tan Song Kok	Independent Director

AUDIT COMMITTEE

Henry Tan Song Kok	Chairman
Tan Geok Moey	Member
Teo Yi-Dar	Member
Kim Seah Teck Kim	Member

NOMINATING COMMITTEE

Kim Seah Teck Kim	Chairman
Teo Yi-Dar	Member
Tan Geok Moey	Member
Henry Tan Song Kok	Member

REMUNERATION COMMITTEE

Teo Yi-Dar	Chairman
Tan Geok Moey	Member
Kim Seah Teck Kim	Member
Henry Tan Song Kok	Member

COMPANY SECRETARY

Fiona Lim Pei Pei

REGISTERED OFFICE

95 Amoy Street
Singapore 069915
Tel: (65) 6253 3540
Fax: (65) 6253 3591
Email: general@asiavets.com
www.asiavets.com

SHARE REGISTRAR

In.Corp Corporate Services Pte. Ltd.
30 Cecil Street
#19-08 Prudential Tower
Singapore 049712

SPONSOR

ZICO Capital Pte. Ltd.
8 Robinson Road
#09-00 ASO Building
Singapore 048544

AUDITORS

Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner-in-charge: Yeow Hui Cheng
(a member of the Institute of Singapore
Chartered Accountants)
(date of appointment: since financial year ended
31 December 2016)

PRINCIPAL BANKERS

CIMB Bank Berhad
RHB Bank Berhad
United Overseas Bank Limited



ASIA VETS HOLDINGS LTD.

(Company Registration No. 201003501R)

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