THE PLACE
天阶控股

RIDING THE
WAVES OF GROWTH

ANNUAL REPORT **2017**

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CORPORATE PROFILE
公司简介

Listed on the Mainboard of Singapore Exchange, The Place Holdings Limited ("The Place"or "the Group") is an investment holding company whose portfolio coverage will include investing, developing and managing of media-related businesses.

The Group's current business activities include provision of comprehensive branding strategy, planning and organizing of corporate events, exhibitions, and other large-scale events.

The Group is currently expanding through growing existing media business and acquiring businesses with high growth potential.

The Group seeks to diversify into the tourism business through a Subscription Agreement signed with Jingneng Tianjie Yuntaishan Investment Co., Ltd on 8 November 2017 to subscribe for equity interest amounting to 80% of the enlarged registered capital of Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd at the subscription amount of US$20.53 million.

新加坡交易所主板上市的天阶控股有限公司（"天阶"或"集团"）是一家投资控股公司，主要从事媒体业务的投资、开发和管理。集团现阶段业务范围包含提供综合性品牌传播策略及策划和组织会议、会展和活动。

集团试图通过扩展现有业务及收购具有发展潜能的投资项目途径扩大集团业务。

2017年11月8日，集团通过和京能天阶云台山投资有限公司签署了一份增资协议涉足旅游业务。按协议，天阶将投入2053万美元于天阶云台万润（修武）房地产开发有限公司并持有增资后该公司百分之八十的注册资本金。

CORPORATE INFORMATION
公司信息

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Ji Zenghe (Chairman and Chief Executive Officer)
Fan Xianyong
Zhang Wei

NON-EXECUTIVE DIRECTORS

Wen Yao-Long
Sun Quan

INDEPENDENT DIRECTORS

Er Kwong Wah (Acting Lead Independent Director)
Ng Fook Ai Victor
Zhao Xichen

AUDIT COMMITTEE

Er Kwong Wah (Acting Chairman)
Ng Fook Ai Victor
Zhao Xichen

NOMINATING COMMITTEE

Er Kwong Wah (Chairman)
Ng Fook Ai Victor

REMUNERATION COMMITTEE

Ng Fook Ai Victor (Chairman)
Er Kwong Wah

COMPANY SECRETARY

Benny Lim Heng Chong
Dai Lingna

REGISTERED OFFICE

80 Marine Parade Road
#11-02 Parkway Parade
Singapore 449269
Tel: (65) 6345 6078
Fax: (65) 6345 6079
Website: www.theplaceholdings.com

SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place, #32-01
Singapore Land Tower, Singapore 048623

AUDITORS

KPMG LLP
16 Raffles Quay #22-00
Hong Leong Building
Singapore 048581
Partner-in-charge: Tan Kar Yee, Linda
Appointed since financial year ended
31 December 2017

董事委员会

执行董事

吉增和（主席兼首席执行官）
樊献勇
张伟

非执行董事

温耀隆
孙泉

独立董事

余光华（代首席独立董事）
黄博爱
赵洗尘

审计委员会

余光华（代主席）
黄博爱
赵洗尘

提名委员会

余光华（主席）
黄博爱

薪酬委员会

黄博爱（主席）
余光华

公司秘书

林亨聪
戴灵娜

注册办公室

80号马林百列路
#11-02百汇广场
新加坡邮区 449269
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股票登记处和转让处

Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place, #32-01
Singapore Land Tower, Singapore 048623

外部审计师

毕马威
16 Raffles Quay #22-00
Hong Leong Building
Singapore 048581
负责合伙人：陈嘉仪
委任日：财政年度2017年12月31日

CHAIRMAN'S STATEMENT
主席致词

DEAR SHAREHOLDERS,

Firstly, the Group would like to express our appreciation for all your support and confidence as we enter a new chapter in the Financial Year 2017 ("FY 2017").

Recognising Singapore as the financial hub of Southeast Asia with high international standards, the Group's key investors had strategically entered Singapore's capital markets through the subscription of Company's shares in year 2016 to tap on the market's growth potential. Backed by the Group's prudent management team, market insights and capital resources, we are pleased to share that these efforts are beginning to bear fruits as the Group successfully diversified its business and also achieved profitability for FY2017. We believe that our first large scale tourism project, Mount Yuntai Integrated Tourism Township, will propel the Group's growth plans and generate greater value to all our shareholders and business partners.

REGAINING PROFITABILITY; POISED FOR GROWTH

The Group had earlier ventured into the media industry by acquiring Beijing Vast Universe Cultural Communications Co., Ltd and providing management services to Beijing Aozhong Xingye Real Estate Development Co., Ltd. In ensuring profitability, the Group subsequently disposed its loss-making PCB business on 3 January 2017 and introduced several cost-control initiatives. In line with this cost-cutting trajectory, the Group has come to a decision that there will be no salary for all Executives and Non-executive, Non-independent Directors for FY2017. These strategies would significantly free up capital and resources for our diversification plans ahead.

On the other hand, the Group continues to bolster its foundation with a strengthened capital base following the completion of Tranche 2 Subscription of Shares on 4 July 2017 and issuance of option shares on 17 October 2017. The resulting increase in market capitalisation to approximately S$200 million has enabled the Group to successfully exit the Minimum Trading Price (MTP) Watch-list in June 2017. In paving the path forward for greater growth, the Group intends to diversify into tourism industry upon identifying its high growth potential. The Group's name was also successfully renamed The Place Holdings Limited to better reflect the Group's new positioning and branding. The above mentioned measures will set the pace for greater value creation for all our shareholders and facilitate our application to exit from the SGX Financial Watch-list.

CHALLENGES

While the Group is actively looking to acquire new businesses since the issuance of Tranche 1 shares on 12 October 2016, the acquisition target would need to possess traits that are in accordance to the strict guidelines set out by the Management. The acquisition target should (1) bear good growth potential; (2) be of a scalable size; (3) fall within reasonable valuation; and (4) operate within the current management team's area of expertise. At this juncture, the limited availability of acquisition targets poses a challenge to our progress. It is after several rounds of critical selection that the Management managed to narrow down its focus on the tourism project development in Mount Yuntai Integrated Tourist Township.

Another challenge facing the Group is the weakening of United States Dollars (USD) against Singapore Dollars (SGD) throughout FY2017 which resulted in an unrealised exchange loss of S$2.7 million. Management will continue to manage its foreign currency risk exposure within acceptable parameters.

THE NEXT PHASE OF GROWTH

The Group is currently gearing up on the development and management of Mount Yuntai Integrated Tourist Township through the proposed subscription in Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd, one of the three project companies involve in the development of the township project. Together with the first right of refusal to subscribe to new registered capital or acquire shares in the other two project companies, the Group seeks to realise value appreciation in progress with the development of the township.

Mount Yuntai is approximately 70km from Zhengzhou City, the Provincial capital of Henan Province in the PRC. It is an "AAAAA" rated tourist site under the Tourism Attraction Rating Category of China and listed as one of the National Parks of China and a geological park in the Global Geoparks by the United Nations Educational, Scientific and Cultural Organization. Mount Yuntai is comparable to the 'Grand Cayon' in the United States, and had received approximately 5.4 million visitors in year 2016. The Group will be developing an integrated tourist township model that brings together tourist property development, tourism management and services, and tourism-related retail technology. This business model is envisioned to increase the attraction's value via a good mix of appreciating assets, an increase in cash flow, as well as the usage of emerging technology. The three years development will comprise of a large scale Leisure Hot Spring Water World, hotels (two 5-star hotel, one themed hotel, one 4-star hotel and one boutique hotel), The Place Fun World Theme Park, Skyscreen Performance Centre, Specialty Food Street, Commercial Homestay Street, Hot Spring and Health Centre, Rehabilitation Centre, large scale customized clubhouses, high-end elderly resorts, and is expected to start generating revenue in FY2019. Meanwhile, the Group will continue to look for suitable partners to enrich the diversity of Mount Yuntai Integrated Tourism Township.

Moving forward, we will continue to enhance corporate governance, refine the management team and the Board composition so as to harness expertise that are relevant to our existing and new businesses, as well as attract potential investors to boost the Group's diversify growth plans. Last but not least, we strive to uphold social responsibility and create social values while operating in this globalised and ever-changing market.

APPRECIATION

On behalf of the Board, I would like to express my deepest gratitude to the Management and staff for their dedication and contributions in making this transformation possible. The Board would also like to thank all our shareholders, business associates, partners and customers for their continuous support and confidence as we transit into new revenue streams.

Further, we would like to welcome on board Mr Ng Fook Ai Victor, who joined the Group as Independent Director on 31 January 2018. The Board would also like to express its appreciation to Mr Seow Han Chiang, Winston, former Independent Director, for the years of valuable contribution.

JI ZENGHE
Executive Chairman

CHAIRMAN'S STATEMENT
主席致词

尊敬的股东们，

感谢各位股东的大力支持和信任。集团的主要投资者看重新加坡资本市场作为东南亚的区域中心、具有增长潜力和高度国际化程度的优势，在2016年选择了通过增资控股了集团步入新加坡的资本市场。我们凭借着专业的管理团队、雄厚的资本与资源和对市场独到见解及把控使得集团在二零一七年财务年内实现管理层提升、业务盈利、业务多元化和股价增值成果。我们非常愿意与各个股东和伙伴分享优质的资源和我们努力的成果，云台山综合旅游小镇将仅是头一个集团选定的优质大型项目，我深信集团将借此步入高增长阶段为各个股东在未来带来巨大的价值。

转亏为盈、蓄势待发

集团早前通过收购北京中盛浩宇文化传播有限公司，并向北京世贸天阶商场的天幕、广场和室内球馆提供管理服务继而进军传媒行业。为确保盈利，本集团于二零一七年一月三日剥离了亏损的印制电路板业务，并实施多项成本控制措施。与此同时，基于削减成本的目的，本集团决定二零一七年财政年度不发放薪酬于所有执行及非执行非独立董事。此等策略将为我们未来的多元化发展计划大幅释放资金和资源。

另一方面，继二零一七年七月四日完成第二批认购股份及于二零一七年十月十七日发行期权股份后，本集团通过强化资本继续巩固基础。集团市值由约1亿新加坡元增加至约2亿新元，令本集团于二零一七年六月成功脱离最低交易价格观察名单。为了未来能有更广的发展路向，本集团于近期拓展多元化业务，并决定进军具高增长潜力的旅游业。为更好地反映本集团的品牌价值及新定位，本集团的名称已成功更名为天阶控股有限公司。上述措施将为我们尊敬的股东们创造更大的价值，并能帮助我们申请脱离新交所的财务准入标准观察名单。

挑战和布局

本集团自二零一六年十月十二日在完成第一批认购股份以来，一直积极寻求发展新业务，根据管理层制定的严格指引，业务发展目标需要具备以下条件:(1)具有良好的发展潜力;(2)具有一定的管理规模 (3)属于可接受的估值范围,(4)能在我们现有管理团队的专业领域内运作。此时，收购目标的局限性对我们的收购进展面临一定的挑战。管理层通过好几轮的严格筛选，最后把目标锁定在云台山综合旅游小镇项目。

本集团面临的另一项挑战在于整个二零一七财政年度美元兑新加坡元走弱。其导致本集团汇兑亏损270万新元。由于我们未来的投资项目将以美元进行交易，管理层将继续在可接受的参数范围内管理其外汇风险。

步入扩张和增值阶段

本集团目前正在加快云台山综合旅游小镇的开发和管理步伐。通过增资天阶云台万润（修武）房地产开发有限公司（开发云台山综合旅游小镇的三个项目公司之一）及拥有其他两家项目公司的优先增资和购买权，集团将根据集团情况和项目的进展逐步让集团通过该项目实现增值。

云台山距中国河南省省会郑州市约70公里。被联合国教科文组织列为中国国家公园和世界地质公园之一的"AAAAA"评级旅游景区，是唯一一个与美国大峡谷结为姊妹公园的景区;仅在2016年，景区接待游客540万余人次。本集团将发展打造成的综合旅游小镇模式覆盖旅游物业发展，旅游管理及服务，以及与旅游相关的新零售业务。这种商业模式通过实现资产增值，现金流量的增加以及新兴技术的使用，来增加项目价值。云台山

综合旅游小镇总面积约270万平米，将设有大型温泉水世界娱乐，酒店群（包含两座五星级酒店，一座主题酒店，一座四星级酒店、一座精品酒店）、天阶欢乐世界主题乐园、天幕演艺中心、特色餐饮街、民宿商业街、温泉养生中心、特色康养医疗园、大型定制企业会所、高端养老度假区。预计该项目开发周期预计为期三年，于二零一九年财政年度开始为集团带来收入。

展望未来，集团将利用国际化的平台，"担当社会责任，做最好的企业"。管理团队会在最擅长的领域持续创造价值。我们将升级项目开发、引进战略伙伴，同时将完善公司治理架构、提升卓越团队，加速集团高增长、多元化的发展态势，在国际经济形势变化之时，创造多方位社会价值。我们欢迎社会各界能参与和受益于集团的发展，见证我们成为受人尊敬的公司。

鸣谢

我谨代表董事会，衷心感谢管理层和员工为实现公司转型做出的汗马功劳及贡献。我也在此鸣谢所有尊敬的股东，商业伙伴，合作伙伴和客户在我们过渡到新的业务时做出的不懈支持和坚强信心。

此外，我也谨代表董事会热烈欢迎黄博爱先生于二零一八年一月三十一日加入本集团担任独立董事。董事会亦谨此向独立董事萧汉强先生在任职期间向本集团做出的贡献表示感谢。

吉增和
执行主席

OPERATIONS REVIEW
营运回顾

OVERVIEW

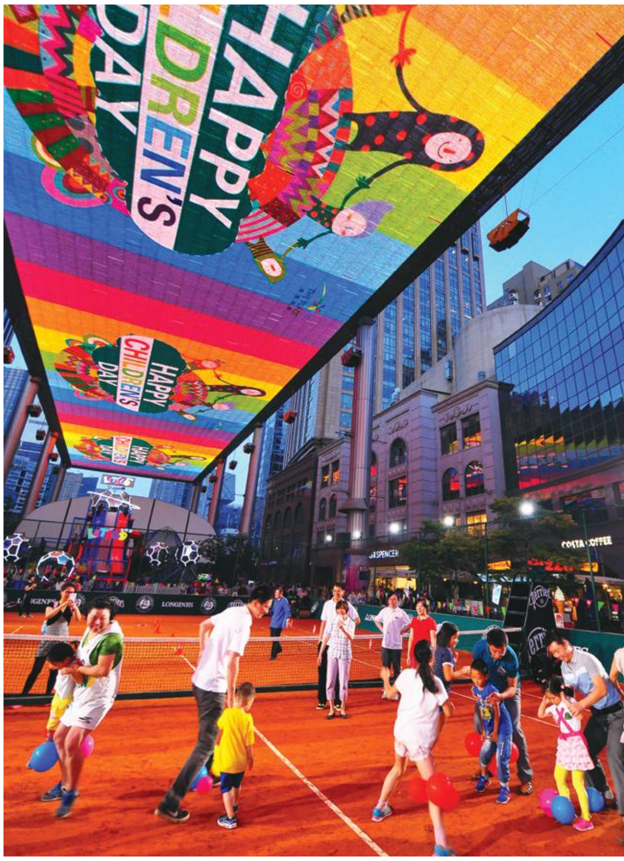
Against the backdrop of a stable economic growth in China, the Group's acquired media business is gaining growth momentum as Beijing Vast Universe Culture Communication Co., Ltd brought in revenue of S$2.4 million for the Group resulting in a net profit before tax of S$0.7 million. Approximately 56% of the revenue was derived from the management services provided to Beijing Aozhong Xingye Real Estate Development Co., Ltd, while 44% of the revenue was generated from the management of cultural events and activities and fees for securing sponsorship for customers. Compared to a net loss of S$7.9 million in the preceding year, the Group achieved a profit before tax of S$723,000 in FY2017, and has submitted an application to exit the SGX Financial Watch-list.

DISCONTINUED PCB OPERATIONS

The successful disposal of the Group's former PCB business on 3 January 2017 recorded a gain of S$2.3 million in net profit. However, this gain was offset by the depreciation of USD against SGD on the USD denominated cash and cash equivalent held. On the whole, the weakening of USD currency resulted in an unrealised exchange loss of S$2.7 million for the Group. The Management is working closely with financial institutions to manage its foreign currency.

PROPOSED TOURISM BUSINESS

The Group has on 8 November 2017 made clear its intention to diversify into the tourism industry with the investment in Mount Yuntai Integrated Tourist Township project through a subscription of 80% of the enlarged equity interest in Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd, one of the three project companies involve in the development of the township project and owns approximately 270,500 square meters of commercial land in the South East of Mount Yuntai. Under this subscription agreement, the Group also has the first right of refusal to subscribe to new registered capital or acquire shares in the other two project companies within eighteen months from the completion of this subscription. The proposed subscription, together with the right of first refusal, allows the Group to participate in the development of the Mount Yuntai Integrated Tourist Township, which is expected to enhance the value and growth of the Group in the long term. The announcement regarding the project was announced and uploaded on the SGX website on 8 November 2017. The transaction is an interested party transaction and subjected to shareholder's approval.



COMPLETION OF NEW SHARE SUBSCRIPTION

Tranche 1 and 2 of the Subscription (allotment and issuance of 4,926,759,333 shares for a consideration of S$88.7 million) was completed on 12 October 2016 and 4 July 2017 respectively. Tranche 1 of the Subscription of approximately S$45.0 million and business diversification into media business enabled the Group to increase its market capitalisation to approximately S$200 million, henceforth exiting the Minimum Trading Price ("MTP") Watch-list on 5 June 2017.

The Group has also completed the allotment and issuance of a total 279,764,726 option shares on 17 October 2017. As at 31 December 2017, the Group's cash and cash equivalents of S$88.5 million allows the Group to have robust acquisition ability when the opportunity arises.

PROPOSED TOURISM BUSINESS

MOUNT YUNTAI

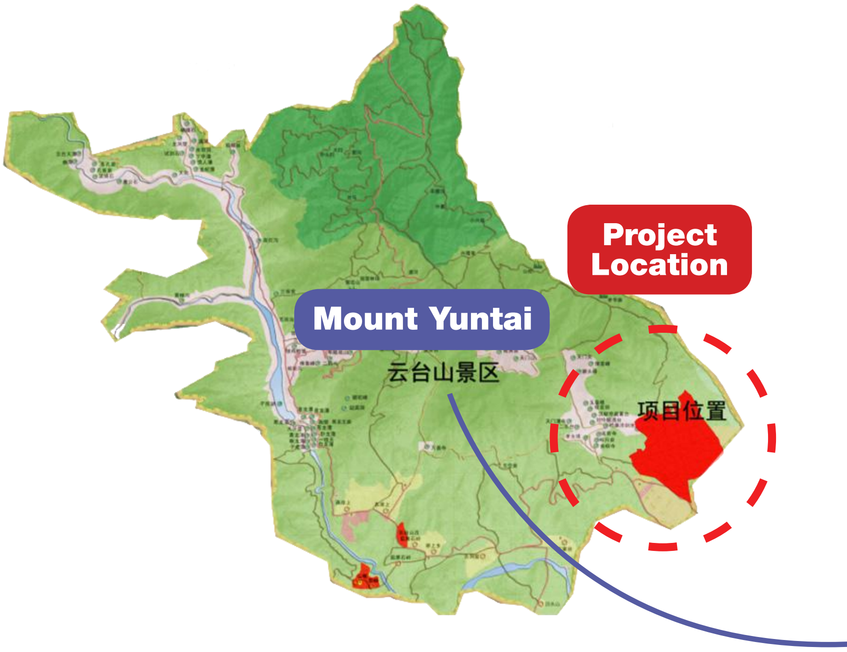
INTEGRATED TOURIST TOWNSHIP

The Place Holdings Limited's wholly-owned subsidiary, The Place Yuntai Investment Pte. Ltd. ("TPYI"), has on 8 November 2017 entered into a subscription agreement ("Subscription Agreement") with Jingneng Tianjie Yuntaishan Investment Co., Ltd. ("JTYI") to subscribe for equity interest amounting to 80% of the enlarged registered capital of Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd. ("Target Company") for a subscription amount of US$20,530,000 (the "Proposed Subscription"). Through the Proposed Subscription, the Group seeks to diversify into business of integrated tourism development.

BACKGROUND

Mount Yuntai is approximately 70km from Zhengzhou City, the Provincial capital of Henan Province in the PRC. It is a tourist site with an "AAAAA" rating under the Tourism Attraction Rating Categories of China. Mount Yuntai is listed as one of the National Parks of China and listed as a geological park in the Global Geoparks by the United Nations Educational, Scientific and Cultural Organization.

The Target Company owns approximately 270,500 square meters of commercial land in the South East of Mount Yuntai, whereas two other subsidiaries of JTYI together own approximately 2.4 million square meters, of commercial and residential land in the South East of Mount Yuntai. It is envisaged that each JTYI Group Company will develop the land owned by it with the aim of collectively developing an integrated tourism township comprising commercial malls, hotels, entertainment and recreational facilities, resorts (including resorts for the elderly) and corporate clubhouses.



BUSINESS MODEL

The Group seeks to diversify into the development of integrated tourism development and operation of tourism related "new retail" businesses which shall include the following:

- Developing and operating an integrated tourism business including development of tourist townships near renowned tourist destinations, including but not limited to the development of commercial malls, hotels, entertainment and recreation facilities, resorts, corporate clubhouses and wellness resorts for the elderly; and
- Establishing, acquiring and/or otherwise investing in companies in the "new retail" business (i.e. those which manage and/or provide retail services by incorporating new advances in technology including but not limited to big data, payment, logistics, virtual reality) within the tourism industry which has synergies with the Group's integrated tourism business.

INTEGRATED TOURIST TOWNSHIP PROPERTIES

Commercial malls, hotels, entertainment and recreational facilities, resorts (including resorts for the elderly) and corporate clubhouses.

- Asset Appreciation
- Cashflow (Sales/Lease)

INTEGRATED TOURIST TOWNSHIP SERVICES / MANAGEMENT

Management of Integrated Tourist Township Properties	Tourism-related New Retail
Cashflow (Services)	Synergy/ Technology

VALUE DRIVERS

BOARD OF DIRECTORS
董事会

JI ZENGHE
Executive Chairman and Chief Executive Officer

Mr Ji was appointed as Chairman of the Board and Chief Executive Officer on 12 October 2016 and was last re-elected as Director at the Company's AGM held on 20 April 2017. Mr Ji would cease to be the Chief Executive Officer with effect from 25 April 2018. Mr Ji is responsible for setting strategic directions, formulating corporate strategies and overall management of the Group's media businesses.

Mr Ji is the Chairman of The Place Investment Group Co., Ltd and Beijng Aozhong Xingye Real Estate Development Co., Ltd, which are the owner, developer and manager of The Place, Beijing (世贸天阶), a city landmark and a commercial plaza located in the vicinity of World Trade Centre of Beijing built in 2003. The Place, Beijing comprises of shopping malls, two office buildings and its landmark Skyscreen (a LED roof/screens spanning 250 meters long and 30 meters wide). Boasting the largest LED screens in Asia, The Place, Beijing has grown into a well-known new media themed commercial real estate. Mr Ji is also Chairman of The Place Chuangshi (Beijing) Trading Co., Ltd.

Mr Ji holds a Bachelor of Political Economics from Capital Normal School and an EMBA from Cheung Kong Graduate School of Business.

FAN XIANYONG
Executive Director

Mr Fan was appointed as Executive Director of the Group on 12 October 2016 and would be appointed as the Chief Executive Officer of the Group with effect from 25 April 2018. Mr Fan was last re-elected as Director at the Company's AGM held on 20 April 2017. Mr Fan is a Director of The Place Investment Group Co., Ltd. Mr Fan is responsible for the overall management of the operations of the Group's companies.

Mr Fan is a Director of The Place Investment Group Co., Ltd., a Director and General Manager, Beijng Aozhong Xingye Real Estate Development Co., Ltd and Director of The Place Chuangshi (Beijing) Trading Co., Ltd. Mr Fan has more than 20 years experience in property and media industry.

Mr Fan holds a Bachelor of Engineering in Architecture from Zhengzhou University and an EMBA from Cheung Kong Graduate School of Business.

ZHANG WEI
Executive Director

Mr Zhang was appointed as Executive Director of the Group on 26 September 2016 and was last re-elected as Director at the Company's AGM held on 20 April 2017. Mr Zhang is responsible for the corporate planning as well as charting and implementation of the business strategies of the Group. Mr Zhang is the Vice General Manager of Beijing Quandaxingye Investment Management Co., Ltd. He was formerly a Manager with Beijing Zhidi Investment Management Co., Ltd. Mr Zhang holds a Bachelor of Engineering Physics from Tsinghua University and a MBA from China University of Political Science and Law.

SUN QUAN
Non-Executive Director

Mr Sun was appointed as Non-Executive Director of the Group on 12 October 2016 and was last re-elected as Director at the Company's AGM held on 20 April 2017. Mr Sun is the Executive Director and CEO of China Capital Impetus Asset Management Pte. Ltd., Executive Director of Capital Impetus Group Limited, Executive Director of China Capital Impetus Investment Ltd., Executive Director of New Impetus Strategy Fund, and Non-Executive Director of RHB OSK GC-Millennium Capital Pte. Ltd..

Mr Sun is the executive member of the Council and Deputy Secretary-General of Beijing Overseas Chinese Chamber of Commerce. He also sits on the board of Schwarzman College at Tsinghua University. Mr. Sun has more than 20 years of investment and management experience in the Greater China region, Singapore, Malaysia, Thailand and Indonesia, covering a variety of business areas including high technology, pharmaceuticals, electronics, real estate, natural resources and chemical industry.

Mr Sun graduated from Beijing University of Technology with a Bachelor's degree, and first session EMBA from Tsinghua University.

WEN YAO-LONG

Non-Executive Director

Mr Wen was appointed as Non-Executive Director of the Group on 12 October 2016. He was first appointed as a Director on 2 January 2003 and was last re-elected as Director at the Company's AGM held on 26 April 2016. Mr Wen is a Director of Eucon Investment Holding Pte Ltd. A high school graduate, Mr Wen has more than 25 years of experience in the PCB industry.

ER KWONG WAH

Acting Lead Independent Director

Mr Er was appointed as Independent Director of the Group on 8 September 2006. He was last re-elected as Director at the Company's AGM held on 20 April 2017. He is also an Independent Director for several public listed companies including ecoWise Holdings Limited, China Essence Group Ltd., CFM Holdings Limited, China Sky Chemical Fibre Co., Ltd., COSCO Corporation (Singapore) Limited, China Environment Ltd., and GKE Corporation Limited. A former Permanent Secretary in the Singapore Civil Service, he had served in various ministries before his retirement.

A Colombo Plan and Bank of Tokyo Scholar, he obtained a first class honours degree in Electrical Engineering at the University of Toronto, Canada, in 1970 and an MBA from the Manchester Business School, University of Manchester in 1978.

ZHAO XICHEN

Independent Director

Mr Zhao was appointed as Independent Director of the Group on 12 October 2016 and was last re-elected as Director at the Company's AGM held on 20 April 2017. Mr Zhao is the founder and Chairman of China Daisy Asset Management Limited and was also the Chairman of Daisy Fund LLC, China Daisy Financial Group and China Daisy Capital. Mr Zhao is also an adjunct professor at Northeast Normal University School of Business, contract research fellow at the National Centre for Financial Research at Peking University, adjunct professor at University of Science and Technology Beijing School of Economic Management and research fellow at the China Cultural Industry Research Institute at Beijing Jiaotong University.

Mr Zhao holds a Bachelor of Engineering from Harbin Institute of Technology and a Masters of Philosophy from Harbin Institute of Technology.

NG FOOK AI VICTOR

Independent Director

Mr Ng was appointed as Independent Director of the Group on 31 January 2018. Mr Ng is an Independent Director of Sunshing 100 China Holdings Ltd. and SB REIT Management Pte. Ltd. Mr Ng had also previously served as a Director of several other public listed companies including SHC Capital Asia Limited, My E.G. Services Berhad, Asia Power Corporation Limited, Cityneon Holdings Limited, Devotion Energy Group Limited and SIIC Environment Holdings Ltd. Mr Ng has more than 30 years of experience as a company director, including directorships in listed companies in Singapore, Hong Kong and Malaysia. He is the chairman of 1 Rockstead GIP Fund Limited and the founder and executive chairman of New Climate Pte. Ltd., an investment company headquartered in Asia focused on investments in Greater China.

Mr Ng holds a Bachelor of Science (Honours) in Economics and Master of Science in Economics from Birkbeck College, University of London. He was awarded the University of London Convocation Book Prize (First) and the Lord Hailsham Scholarship in 1974. Mr Ng was awarded PBM (Community Services) by the President, Republic of Singapore in 1992.

MANAGEMENT TEAM
管理层

TAY AI LI
Financial Controller

Ms Tay is in charge of the Company's financial and accounting functions in Singapore and responsible for overseeing the financial reporting, accounting functions, risk management and compliance requirements relating to the Group.

Ms Tay joined the Group in July 2009 as Group Accountant and was promoted to Finance Manager in 2014. In 2016, she was appointed as Finance Controller. Prior joining the Group, Ms Tay had over 4 years of auditing experiences in one of the Big 4 accounting firms. She is a Chartered Accountant with the Institute of Singapore Chartered Accountants and holds a Bachelor Degree in Accountancy from Nanyang Technological University, Singapore. She was formerly a member of Punggol North Citizens Consultative Committee and the Young Professional Advisory Committee under Institute of Singapore Chartered Accountants.

TEO SHENG YUE
Deputy Chief Investment Officer

Mr Teo is responsible for the investment function of the Group. Prior to joining the Group in March 2017, Mr Teo was the Investment Director of C2Market Limited. Mr Teo was formerly an investment manager of ecoWise Holdings Limited, a Singapore listed company and investment manager of London Asia Capital Limited, a UK based fund management company. He holds a Bachelor Degree in Engineering Management from University of Western Sydney and a MBA from Northumbria University.

GROUP STRUCTURE
公司架构

THE PLACE
天 阶 控 股

100%

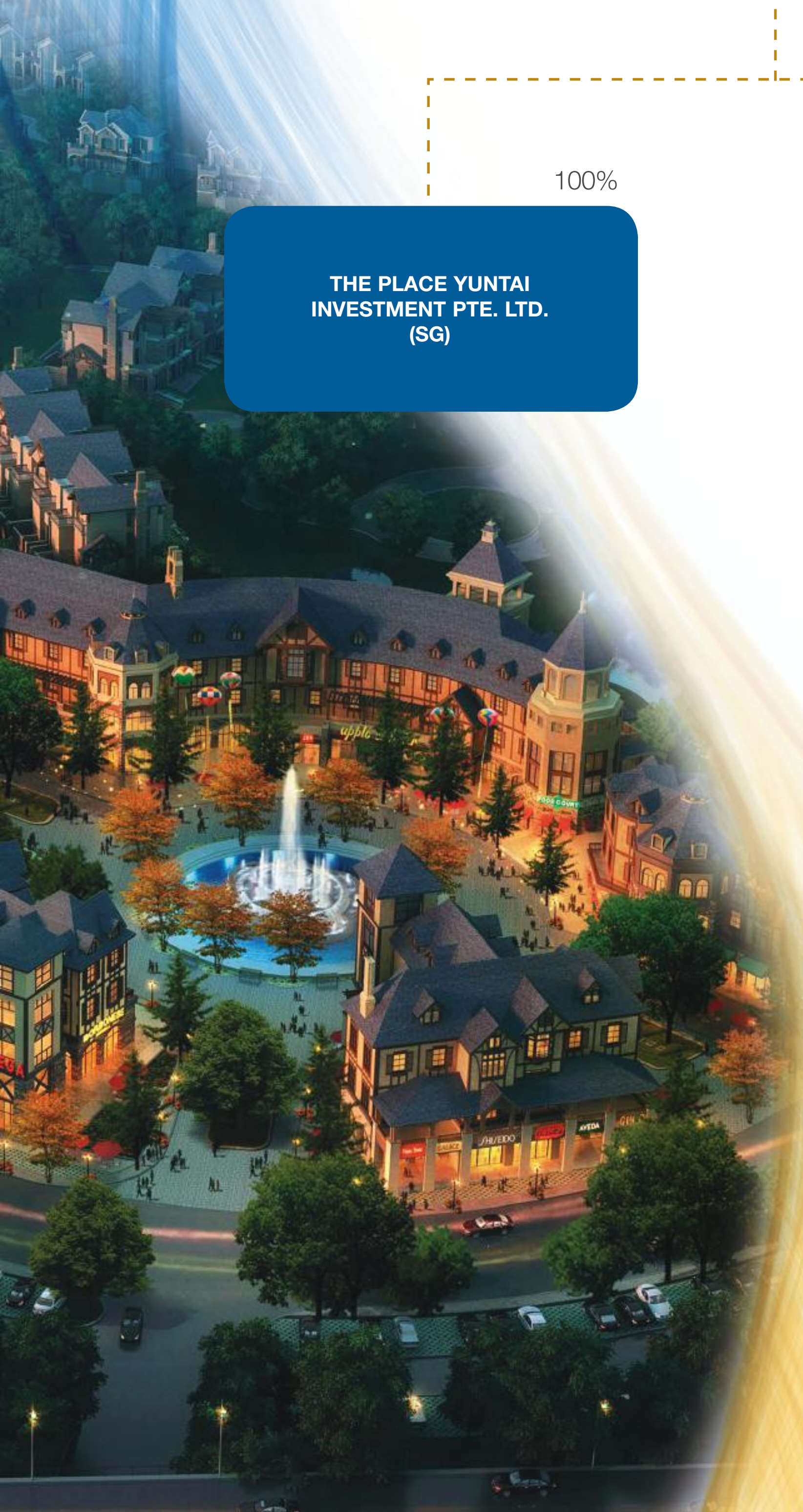
THE PLACE YUNTAI INVESTMENT PTE. LTD. (SG)

99.99%

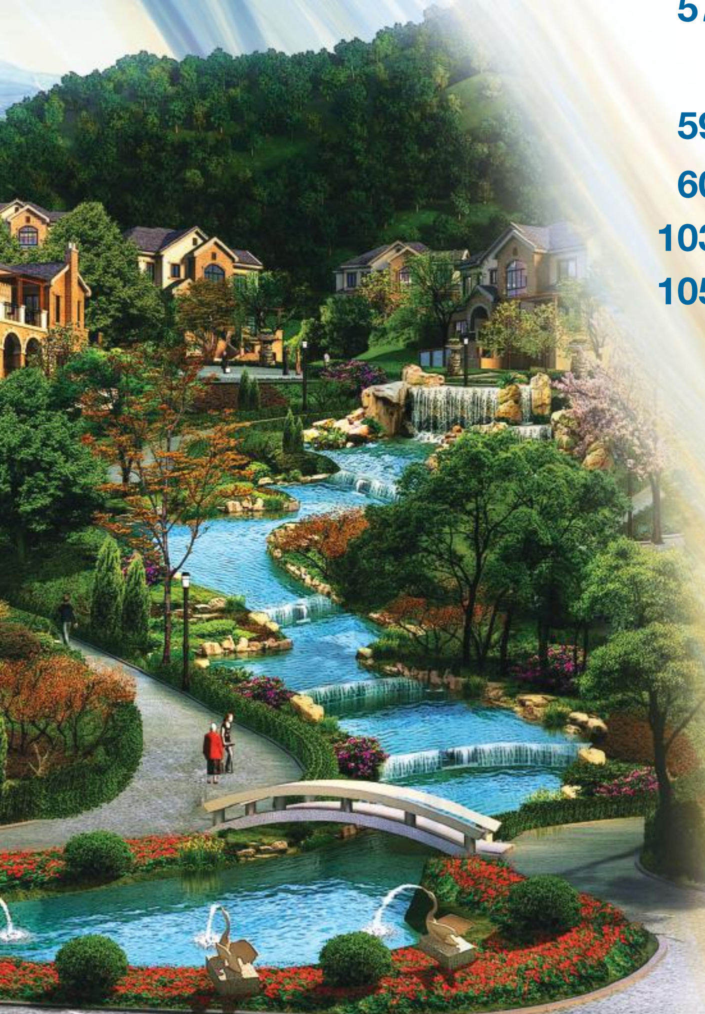
XINGHUIRONGHUI (TIANJIN) EQUITY INVESTMENT PARTNERSHIP (LIMITED) (PRC)

100%

BEIJING VAST UNIVERSE CULTURE COMMUNICATION CO., LTD (PRC)



FINANCIAL CONTENTS



5 YEAR FINANCIAL HIGHLIGHTS
5年财务亮点

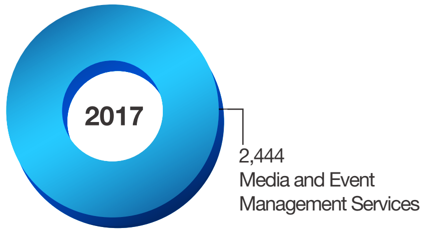
Year ended 31 December 2017

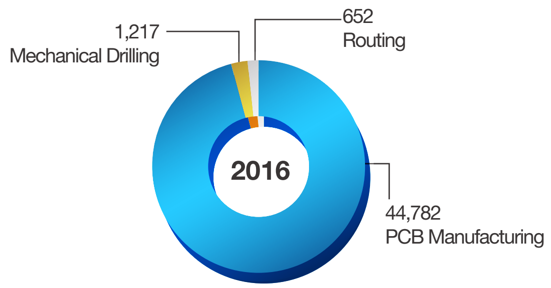
	2017	2016	2015	2014	2013
CONSOLIDATED PROFIT & LOSS ($'M)* (for the year ended 31 December)					
Revenue	2.4	46.7	52.5	57.8	69.3
Gross profit	1.9	3.9	2.8	5.7	3.9
Profit/(Loss) before tax	0.7	(7.8)	(22.8)	(10.7)	(8.9)
Profit/(Loss) attributable to shareholders	0.3	(6.5)	(20.2)	(11.2)	(9.0)
CONSOLIDATED FINANCIAL POSITION ($'M) (As at 31 December)					
Property, plant and equipment	-	-	19.9	33.7	43.3
Cash and cash equivalents	88.5	46.0	6.4	6.9	19.0
Other assets	3.9	62.7	40.6	53.9	39.7
TOTAL ASSETS	**92.4**	**108.7**	**66.9**	**94.5**	**102.0**
Equity attributable to owners of the company	91.8	34.6	(8.4)	10.9	22.5
Total borrowings	-	-	17.8	19.8	16.9
Other liabilities	0.6	74.1	52.9	56.8	55.3
Non-controlling interests	-	-	4.6	7.0	7.3
TOTAL LIABILITIES AND EQUITY	**92.4**	**108.7**	**66.9**	**94.5**	**102.0**
FINANCIAL RATIOS					
Return on shareholders' equity (%)	0.3	(18.79)	240.5	(103.8)	(40.0)
Return on assets (%)	0.8	(7.2)	(34.1)	(11.3)	(8.7)
Net gearing ratio	1.0	1.3	(0.7)	(0.7)	(0.1)
Working capital ratio	148.6	1.5	0.8	1.0	1.1
PER SHARE DATA (CENTS)					
Earnings/(Loss) after tax *	0.01	(0.54)	(3.55)	(1.88)	(1.56)
Net assets	1.6	1.1	(1.5)	1.9	3.9

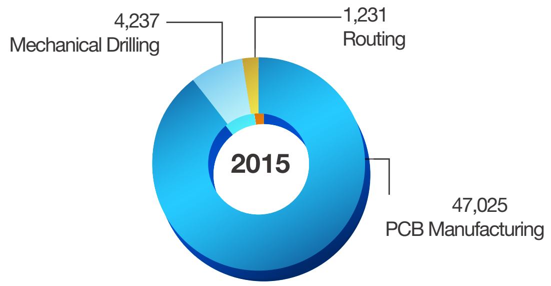
* Includes continuing and discontinued operations

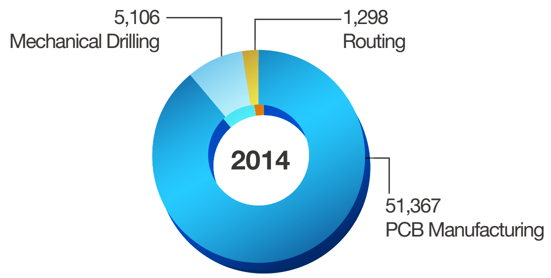
FINANCIAL HIGHLIGHTS
财务亮点

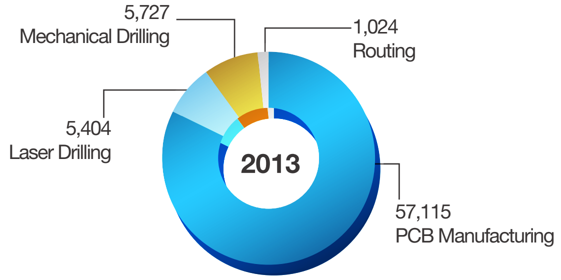
REVENUE MIX BY SEGMENTS ($'000)



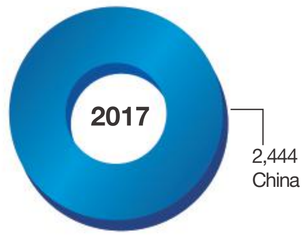


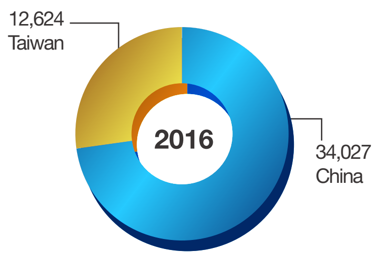


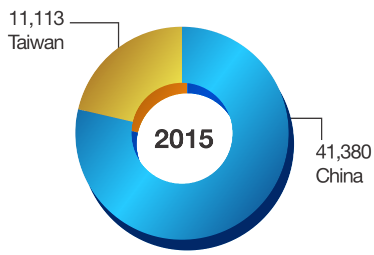


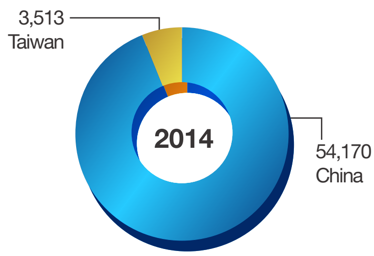


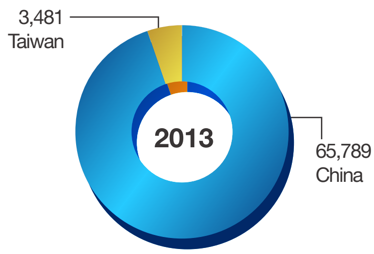
REVENUE MIX BY GEOGRAPHICAL LOCATIONS ($'000)











CORPORATE GOVERNANCE REPORT

The Place Holdings Limited (the "**Company**") is committed to maintaining a high standard of corporate governance within the Company and its subsidiaries (collectively, the "**Group**") to ensure greater transparency and protection of shareholders' interests. The board of directors of the Company (the "**Board**") is pleased to confirm that the Company has adhered to the principles and guidelines of the Code of Corporate Governance 2012 (the "**Code**") where it is applicable and practical to the Group, save for Guidelines 2.4 (9 year board tenure), 4.1 (Nominating Committee), 4.4 (multiple directorships), 7.1 (Remuneration Committee), 9.3 (top 5 key management personnel remuneration), 9.5 (employee share schemes) and 16.1 (absentia voting) of the Code. Where there is any deviation, appropriate explanation has been provided within this report.

This report outlines the Company's corporate governance processes and structure that were in place throughout the financial year ended 31 December 2017 ("**FY2017**"), with specific reference to the principles and guidelines of the Code and the best practices issued by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Board and the management of the Company (the "**Management**") will continue to uphold the highest standards of corporate governance within the Company in accordance with the Code.

(A) BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board.

Role of the Board

The Board assumes responsibility for stewardship of the Group. Its primary role is to protect and enhance long term value and returns for shareholders. It provides entrepreneurial leadership, oversees the business and affairs of the Group, and approves the Group's financial and strategic plans, key business initiatives, major investments and divestments proposals, and funding decisions.

Additionally, the Board has direct responsibility for decision-making in respect of the following corporate events and actions:

(a) ensure that necessary financial and human resources are in place for the Group to meet its objectives;

(b) oversee the processes of risk management, financial reporting and compliance, and evaluate the adequacy of internal controls;

(c) establish, together with Management, the strategies and financial objectives to be implemented by Management;

(d) review the performance of Management, approve the nominations of the Board of Directors and appointment of key management personnel, as may be recommended by the Nominating Committee;

(e) review and endorse the framework of remuneration for the Board and key management personnel as may be recommended by the Remuneration Committee; and

(f) assume responsibility for corporate governance.

To assist the Board in the execution of the Board's responsibilities, certain functions of the Board have been delegated to 3 Board committees, comprising an Audit Committee ("**AC**"), a Nominating Committee ("**NC**") and a Remuneration Committee ("**RC**"). Each of these committees functions within clearly defined terms of reference and operating procedures which are reviewed on a regular basis. The effectiveness of each committee is also constantly being monitored.

The Board meets on a quarterly basis and as warranted by particular circumstances. The Company's Constitution allows for telephonic attendance and conference at Board and Board committee meetings. The number of Board and Board committee meetings held for the period from 1 January 2017 to 31 December 2017, as well as the attendance of each member at these meetings, are set out below:-

DIRECTORS' ATTENDANCE AT BOARD AND BOARD COMMITTEE MEETINGS				
	Board	AC	NC	RC
	No. of Meetings held: 4	No. of Meetings held: 4	No. of Meetings held: 1	No. of Meetings held: 1
Name of Directors	No. of Meetings attended	No. of Meetings attended	No. of Meetings attended	No. of Meetings attended
Ji Zenghe	4 out of 4	–	–	–
Fan Xianyong	4 out of 4	–	–	–
Zhang Wei	4 out of 4	–	–	–
Wen Yao-Long	2 out of 4	–	–	–
Sun Quan	4 out of 4	–	–	–
Zhao Xichen	2 out of 4	1 out of 3(1)	–	–
Er Kwong Wah	4 out of 4	4 out of 4	1 out of 1	1 out of 1
Seow Han Chiang, Winston(2)	4 out of 4	3 out of 4	1 out of 1	1 out of 1
Ng Fook Ai Victor(3)	–	–	–	–

Notes:

(1) Mr Zhao Xichen was appointed as member of the AC on 23 March 2017. From 23 March 2017 to 31 December 2017, there were only 3 AC meetings held.

(2) Mr Seow Han Chiang, Winston resigned as Independent Director, and ceased appointment as RC Chairman, member of the AC and member of the NC with effect from 31 January 2018.

(3) Mr Ng Fook Ai Victor was appointed as Independent Director, RC Chairman, member of the AC and member of the NC on 31 January 2018.

The Company has adopted internal guidelines setting forth matters which require Board approval. Matters which are specifically reserved to the full Board for decision are those involving interested person transactions (including, among others, conflict of interest issues in relation to substantial shareholders and directors of the Company), material acquisitions and disposal of assets, corporate or financial restructuring, share issuance and dividends, and financial results and corporate strategies. Each Board member makes decisions objectively in the interests of the Group.

The Company has an orientation program for all newly appointed Directors, and briefings provided by Management to better understand the Group's business operations. Directors who are first-time directors, or who have no prior experience as directors of a listed company, also undergo briefings on the roles and responsibilities as directors of a listed company.

All newly appointed Directors receive a formal letter setting out their duties and responsibilities, along with an information pack containing the Company's annual report, Constitution, respective Board committees' terms of reference (where applicable), as well as a template director's disclosure form pertaining to his/her obligations in relation to disclosure of interests in securities and conflict of interests.

The Directors are provided with continuing education in areas such as directors' duties and responsibilities, corporate governance, changes in financial reporting standards, insider trading, as well as changes in the relevant provisions of the Companies Act, Chapter 50 of Singapore ("**Companies Act**") and listing rules of the SGX-ST, so as to update and refresh them on matters that affect or may enhance their performance as Board or Board committee members. They are also informed of and are encouraged to attend relevant seminars such as those organised by the SGX-ST, Singapore Institute of Directors and other external professional organisations to keep abreast of developments relevant to their roles.

Board Composition and Guidance

Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision making.

The Board, through the NC, examines and reviews its structure, size and composition annually, taking into account the scope and nature of the Company's operations. The Board presently comprises 8 directors, of whom 3 are independent directors. The Board is thus able to exercise objective judgement on corporate affairs independently. The nature of the current directors' appointments and membership on the Board committees are as follows:-

Name of Director	Nature of appointment	Board Committee Membership		
		AC	NC	RC
Ji Zenghe(1)	Executive Chairman and Chief Executive Officer	–	–	–
Fan Xianyong(2)	Executive Director	–	–	–
Zhang Wei	Executive Director	–	–	–
Sun Quan	Non-Executive Director	–	–	–
Wen Yao-Long	Non-Executive Director	–	–	–
Er Kwong Wah	Acting Lead Independent Director	Acting Chairman	Chairman	Member
Ng Fook Ai Victor(3)	Independent Director	Member	Member	Chairman
Zhao Xichen	Independent Director	Member	–	–

Notes:

(1) Mr Ji Zenghe will be re-designated as Executive Chairman with effect from 25 April 2018 as announced on 21 March 2018.

(2) Mr Fan Xianyong will be re-designated as Executive Director and Chief Executive Officer with effect from 25 April 2018 as announced on 21 March 2018.

(3) Mr Ng Fook Ai Victor was appointed as Independent Director, RC Chairman, member of the AC and member of the NC on 31 January 2018.

The present composition of the Board complies with Guideline 2.1 of the Code that the independent directors should make up at least one-third of the Board. However, as the Executive Chairman is part of the management team, the Board is aware that the Company should also comply with Guideline 2.2 of the Code which provides that independent directors should make up at least half of the Board.

It is noted that Mr Wen Yao-Long and Mr Zhang Wei, who are due for retirement by rotation at the forthcoming Annual General Meeting ("**AGM**"), will not be seeking re-election. Accordingly, immediately upon the conclusion of the forthcoming AGM to be held on 25 April 2018, the Company will be in compliance with Guideline 2.2 of the Code.

The Board is of the view that its current structure, size and composition is appropriate for effective decision-making, and provides balance and diversity of expertise and knowledge of the Company's business. The NC is also satisfied that the Board comprises directors who as a group provide core competencies such as accounting or finance, legal, business or management experience, industry knowledge, strategic planning experience and customer based experience or knowledge, which are required for the Board to function effectively. The NC is of the view that no individual or small group of individuals dominates the Board's decision-making process.

The NC conducts a review to determine annually whether or not a director is independent, adopting the Code's definition of an "independent director" and guidance as to relationships, the existence of which would deem a director not to be independent. The Code also recommends that the independence of any director who has served more than 9 years from the date of his first appointment be subject to particularly rigorous review. In assessing the independence of each Independent Director, the NC noted that Mr Er Kwong Wah has served on the Board for more than 9 years from the date of his first appointment.

The Board does not impose any limit on the length of service of independent directors. The Board recognises the contributions of its independent directors who, over time, have developed significant insights into and knowledge of the Group's business and operations, and who are able to continue to provide valuable contributions to the Board. The Board also values the external experience of each of the independent directors, whose expertise in their respective fields of work adds diversity of views and depth to discussions.

Having reviewed the NC's recommendation, the Board has determined that Mr Er Kwong Wah has continued to demonstrate strong independence in character and judgement in the manner in which he has discharged his responsibilities as director of the Company. Mr Er has continued to express his viewpoints, debated issues, sought clarifications where necessary, and objectively scrutinised and challenged Management.

In addition, there were new members appointed to the Board and Management team to oversee the Proposed Diversification (as defined in the circular dated 27 September 2016 issued by the Company to its shareholders) by the Company into the Media Business (as defined therein). Accordingly, the NC is of the view that the independence of Mr Er would not be undermined or impaired as a result of familiarity with Management or business of the Group.

Each independent director had also abstained from deliberations in respect of the assessment on his own independence. Taking into account the views of the NC and the annual confirmation from each of the independent directors of his independence, the Board considers each of the independent directors to be independent and will be able to exercise independent judgement in the best interest of the Company in discharging their duties as independent directors.

The Non-Executive Directors challenge Management's assumptions, assess performance of Management, and also extend guidance to Management, in the best interest of the Group. To facilitate a more effective check on Management, the Non-Executive Directors met regularly during FY2017 without the presence of Management.

As part of the Board renewal process, Mr Ng Fook Ai Victor was appointed as Independent Director, RC Chairman, member of the AC and member of the NC on 31 January 2018, in place of Mr Seow Han Chiang, Winston (who has served on the Board since his appointment on 7 July 2005). In addition, Mr Wen Yao-Long and Mr Zhang Wei, who are retiring by rotation at this forthcoming AGM, will not be offering themselves for re-election.

Chairman and Chief Executive Officer

Principle 3: There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.

During FY2017, Mr Ji Zenghe held the position of Executive Chairman and Chief Executive Officer ("**CEO**") of the Company since his appointment on 12 October 2016. Mr Ji Zenghe will be re-designated as Executive Chairman with effect from 25 April 2018, and Mr Fan Xianyong, the Executive Director of the Company, will be appointed as CEO with effect from 25 April 2018. This change is to ensure an appropriate balance of power, increased accountability and a clear division of the roles and responsibilities between the Chairman and the CEO as recommended by the Code.

As Executive Chairman of the Board, Mr Ji Zenghe plays a key role in developing the business of the Group and provides the Group with strong leadership and vision. He is responsible for the overall strategic planning and growth of the Group. He also exercises control over the quality, quantity and timeliness of information flow between the Board and Management.

Mr Ji also bears responsibility for the effective working of the Board. His responsibilities include, amongst others, ensuring that Board meetings are held when necessary, setting the Board meeting agendas to enable the Board to carry out its duties effectively and responsibly, taking a leading role to ensure and maintain a high standard of corporate governance, acting as a facilitator at Board meetings and maintaining regular dialogue with Management on all operational matters.

Mr Fan Xianyong is not an immediately family member of the Executive Chairman, Mr Ji Zenghe. As CEO, Mr Fan is responsible for execution of the Company's corporate and business strategies and policies, as well as for the conduct of the Group's business. Mr Fan is also responsible for the overall management and day-to-day operations of the Group.

During the year, Mr Er Kwong Wah, the Acting Lead Independent Director of the Company, led and coordinated the activities of the independent directors and addressed the concerns, if any, of the Company's shareholders. Led by Mr Er, the independent directors met regularly in FY2017 without the presence of Management to discuss matters such as the changes that they would like to see in the Board processes, corporate governance initiatives, and matters which they wish to discuss during the Board meetings. After such meetings, the Acting Lead Independent Director will provide feedback to the Executive Chairman and the Board.

Board Membership

Principle 4: There should be a formal and transparent process for the appointment and re-appointment of directors to the Board.

The Company has established a NC to, inter alia, make recommendations to the Board on all Board appointments. The NC currently comprises the following independent directors:

Er Kwong Wah	-	Chairman
Ng Fook Ai Victor	-	Member (Appointed on 31 January 2018)

Role of the NC

The role of the NC is to establish a formal and transparent process for the appointment of new directors and the re-election of directors retiring by rotation, as well as to assess the effectiveness of the Board and the overall contribution of each director towards the effectiveness of the Board. In accordance with Guideline 4.1 of the Code, the NC should comprise at least three directors, the majority of whom, including the NC Chairman, should be independent. There are currently 2 directors who are members of the NC, both of whom are independent. The Board will appoint another director as member of the NC in due course.

The principal functions of the NC include the following:

(a) to make recommendations to the Board on all Board appointments, including re-nominations having regard to that director's contribution and performance (such as attendance, preparedness, participation and candour);

(b) to review the independence of the directors annually;

(c) to decide whether the director is able to and has been adequately carrying out his duties as director, in particular, where a director has multiple board representations;

(d) to review and make recommendations to the Board on all candidates nominated (whether by the Board, shareholders or otherwise) for appointment to the Board, taking into account the candidate's track record, age, experience, capabilities and other relevant factors;

(e) to identify and nominate candidates for the approval of the Board to fill vacancies in the Board as and when they arise;

(f) to decide how the Board's performance may be evaluated and propose objective performance criteria for the Board's approval; and

(g) to assess the effectiveness of the Board as a whole, and the contribution by each director to the effectiveness of the Board.

The NC has conducted an annual review of Directors' independence based on the Code's criteria for independence and is of the view that Mr Er Kwong Wah and Mr Ng Fook Ai Victor are independent.

The NC determines annually whether a director with multiple board representations is able to and has been adequately carrying out his duties as a director of the Company. The NC has taken into account the respective director's actual conduct and effectiveness on the Board, and the time and attention given by each of them to the affairs of the Company, in making this determination, and is satisfied that all the directors having multiple board representations have been able to and have adequately carried out their duties as director.

The NC believes a director's commitment and contributions to the Company, and his attendance at and contributions during Board and Board committee meetings are relevant factors to be taken into consideration in assessing whether a director has adequately discharged his duties. Accordingly, the Board has not made a determination of the maximum number of listed company board representations a director may hold, as recommended by the Code.

The Company currently has no alternate directors on its Board. The Board is of the view that the appointment of alternate directors should only be appointed for limited periods in exceptional cases such as when a director has a medical emergency. An alternate director, when appointed, should be subject to the same criteria and process for selection of directors, and be appropriately qualified.

Process for appointment of new directors

The NC has recommended, and the Board has approved, a formal process for the selection of new directors as follows:

(a) The NC evaluates the balance of skills, knowledge and experience on the Board and, in the light of such evaluation and in consultation with Management, prepares a description of the role and the essential and desirable competencies for a particular appointment;

(b) Directors and Management may suggest suitable potential candidates. If necessary, the NC may enlist external help (for example, from the Singapore Institute of Directors, search consultants, advertisements) to source for potential candidates;

(c) The NC assesses suitability of short-listed candidates and discusses with them, if necessary, the expectations and the level of commitment required; and

(d) The NC makes recommendations to the Board for approval.

Criteria for appointment of new directors

All new appointments are subject to the recommendation of the NC based on, inter alia, the following objective criteria:

(a) Integrity;

(b) Independent mindedness;

(c) Possess core competencies which meet the current needs of the Company and complement the skills and competencies of the existing directors on the Board;

(d) Able to commit time and effort to carry out duties and responsibilities effectively;

(e) Experience in the relevant field of business of the Company or industries in which it operates; and

(f) Financially literate.

Re-appointment of directors

All directors are to submit themselves for re-nomination and re-election at regular intervals of at least once every 3 years. Under the Company's Constitution, at least one-third of the directors for the time being (or, if their number is not a multiple of 3, the number nearest to but not lesser than one-third) shall retire from office by rotation at each AGM of the Company. In addition, a newly appointed director shall hold office only until the AGM immediately following his appointment, and shall be eligible for re-election.

The NC has reviewed and determined that Mr Wen Yao-Long and Mr Zhang Wei are due for retirement by rotation in accordance with Article 94 of the Constitution of the Company. As part of the Board renewal process, Mr Wen and Mr Zhang will not be offering themselves for re-election.

Mr Ng Fook Ai Victor, who was appointed on 31 January 2018 and will cease to hold office at the forthcoming AGM in accordance with Article 100 of the Constitution of the Company, has offered himself for re-election.

Please refer to the sections on Board of Directors and explanatory notes to the Notice of Annual General Meeting dated 9 April 2018 for further details.

Mr Victor Ng has no relationship including immediate family relationships with the other directors, the Company or its 10% shareholders.

The following key information regarding directors is set out in the following pages of this Annual Report:

(a)	pages 11 to 12	-	Academic and professional qualifications;
(b)	page 40 to 42	-	Date of first appointment as director, date of last re-appointment as a director, directorships or chairmanships both present and those held over the preceding 3 years in other listed companies, and other principal commitments, whether appointment is executive or non-executive, or considered by the NC to be independent; and
(c)	page 46 and 104	-	Shareholding in the Company and its related corporations.

Board Performance

Principle 5: There should be a formal assessment of the effectiveness of the Board as a whole and its board committees and the contribution by each director to the effectiveness of the Board.

The Board has implemented a formal process for assessing the effectiveness of the Board as a whole and the Board committees, as well as the contribution by each director to the effectiveness of the Board.

The assessment of the Board and the Board committees provided an opportunity to obtain constructive feedback from each director on whether the Board's procedures and processes allowed him to discharge his duties effectively and the changes that should be made to enhance the effectiveness of the Board as a whole.

The individual director's assessment exercise allowed each director to reflect upon his own performance on the Board so that the overall quality of the board members may be improved upon and enhanced. It also assisted the NC in determining whether to re-nominate directors who are due for retirement by rotation at the next AGM, and in determining whether directors with multiple board representations are nevertheless able to and have adequately discharged their duties as directors of the Company.

The NC determines how the Board's performance may be evaluated and proposes objective performance criteria. Such performance criteria is approved by the Board and addresses how the Board has enhanced long-term shareholders' value.

Evaluation processes

(a) *Board and Board committees*

Each Board member is required to complete a Board and Board Committees Assessment Checklist ("**Checklist**"). Based on the returns from each of the directors, the Chairman of the NC prepares a consolidated report and thereafter presents the report to the Board for discussion on the changes which should be made to help the Board and Board committees discharge their respective duties more effectively.

(b) *Individual directors*

In the case of the assessment of individual directors, each director is required to complete a director's assessment form by way of a self-assessment of his contribution to the effectiveness of the Board. Based on the returns from each of the directors, the Chairman of the NC prepares a consolidated report and thereafter presents the report to the Board. The Chairman of the Board then provides the necessary feedback on the respective Board performance of each director, with a view to improving their respective performance on the Board.

Performance criteria

The performance criteria for the Board evaluation are in respect of the Board size, composition and independence, conduct of meetings, corporate strategy and planning, risk management and internal control, Board performance in relation to discharging its principal functions, Board committee performance in relation to discharging their responsibilities set out in their respective terms of reference, achievement of financial targets which includes return on equity, improvement of performance of the Company's share price vis-à-vis the Singapore Straits Times Index, recruitment policy, process for determining remuneration and compensation of directors and key management personnel, financial reporting, and communication with shareholders.

The individual director's performance criteria are categorised into (1) attendance at board and related activities; (2) adequacy of preparation for board meeting; (3) contribution in strategic/business decision, finance/accounting, risk management, legal/regulatory, human resource management, or any other specialist area of each director; (4) area of experience; (5) generation of constructive debate; (6) maintenance of independence; (7) disclosure of interested party transactions; and (8) overall assessment.

Access to Information

Principle 6: In order to fulfil their responsibilities, directors should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

To assist the Board in fulfilling its responsibilities, Management provides the Board with complete and adequate information in a timely manner. As a general rule, Board papers are required to be sent to the directors at least 7 days before the Board meeting so that the members may better understand the matters prior to the Board meeting and discussion may be focused on questions that the Board has about the Board papers. However, sensitive matters may be tabled at the meeting itself or discussed without any papers being distributed. Key management personnel who can provide additional insight into the matters at hand would be present at the relevant time during the Board meeting.

Management also provides the Board members with background or explanatory information relating to matters to be brought before the Board, copies of disclosure documents, budgets, forecasts, internal financial statements, together with explanations for any material variance between the projections and actual results in respect of its financial performance.

The Directors are also provided with the names and contact details of the Company's senior management and the Company Secretaries to facilitate direct, separate and independent access to senior management and the Company Secretaries.

The Company Secretaries administer, attend and prepare minutes of Board proceedings. They assist the Chairman by ensuring that Board procedures (including but not limited to assisting the Chairman by ensuring the timely and proper exchange of information between the Board and Board committees, and between senior management and the non-executive directors, and facilitating orientation and assisting in the professional development of the Directors as required) are followed and regularly reviewed to ensure effective functioning of the Board, and that the Company's Constitution and relevant rules and regulations, including requirements of the Companies Act and Listing Manual of the SGX-ST ("**Listing Manual**") are complied with. They also assist the Chairman and the Board in implementing and strengthening corporate governance practices and processes with a view to enhancing long-term shareholders' value.

The appointment and removal of the Company Secretaries are subject to the approval of the Board as a whole.

The Directors, whether as a group or individually, may seek and obtain independent professional advice to assist them in the discharge of their duties, at the expense of the Company.

(B) REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.

The RC currently comprises entirely independent directors as follows:

Ng Fook Ai Victor	-	Chairman (Appointed on 31 January 2018)
Er Kwong Wah	-	Member

The RC is responsible for ensuring a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors and senior management. In accordance with Guideline 7.1 of the Code, the RC should comprise at least three directors, the majority of whom, including the RC Chairman, should be independent. There are currently 2 directors who are members of the RC, both of whom are independent. The Board will appoint another director as member of the RC in due course.

The principal functions of the RC include the following:

(a) to review and recommend to the Board for endorsement a framework of remuneration for the Executive Chairman, CEO, directors and key management personnel of the Company. The framework will cover all aspects of remuneration, including without limitation, directors' fees, salaries, allowances, bonuses, options, share-based incentives, and benefits-in-kind;

(b) to review the remuneration packages of all managerial staff who are related to any of the executive directors;

(c) in the case of directors' service agreements, to consider what compensation or commitments the directors' service agreement, if any, would entail in the event of early termination, and to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous; and

(d) to recommend to the Board, in consultation with senior management and the Executive Chairman, any long-term incentive scheme (including share schemes) and to consider the eligibility of directors for benefits under such long-term incentive schemes.

The recommendations of the RC would be submitted to the Board for endorsement. Each member of the RC will refrain from voting on any resolution in respect of the assessment of his remuneration. No director will be involved in determining his own remuneration.

The RC has access to expert advice in the field of executive remuneration outside the Company with regards to remuneration matters wherever necessary. The RC should ensure that existing relationships, if any, between any of its directors or the Company and its appointed remuneration consultants, will not affect the independence and objectivity of the remuneration consultants. In FY2017, the Company did not seek any expert advice outside the Company on remuneration of its directors.

Level and Mix of Remuneration

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.

The RC assists the Board by ensuring that remuneration policies and practices are sound in that they are able to attract, retain and motivate without being excessive, and thereby maximise shareholders' value. The RC reviews and approves the remuneration package, determine the overall annual increment and bonus for each of the Executive Directors and key management personnel.

In setting remuneration packages, the RC takes into consideration the pay and employment conditions within the industry and in comparable companies. As part of its review, the RC ensures that the performance-related elements of remuneration form a significant and appropriate part of the total remuneration package of executive directors and key management personnel, and is designed to align the directors' and key management personnel's interests with those of shareholders and link rewards to corporate and individual performance, taking into account industry benchmarks. The RC also reviews all matters concerning the remuneration of non-executive directors by ensuring that the remuneration commensurate with the level of contribution, taking into account factors such as effort and time, and responsibilities of the directors. The Company will submit the quantum of directors' fees of each year to the shareholders for approval at each AGM. The executive directors do not receive directors' fees.

The RC reviews the Company's obligations arising in the event of termination of the executive directors' and key management personnel's contracts of service, and aims to be fair and avoid rewarding inadequate performance.

Each of the Executive Directors have entered into a service agreement with the Company for a period of three years with effect from 2016. The terms of their respective service agreements were recommended by the RC, and approved by the Board. Pursuant to the terms thereof, the service agreements may be terminated by either party giving not less than six months' notice in writing. Each of the key management personnel were issued a letter of appointment, the terms of which were reviewed by the RC, and approved by the Board.The RC is satisfied that the termination clauses set out in the service agreements and the letters of appointments are fair and reasonable to the parties, and are not overly generous.

The remuneration for the executive directors and key management personnel comprises a basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and their individual performance. The performance conditions of the executive directors and key management personnel are based upon the achievement of predetermined performance targets over the performance period, which were chosen to be aligned with the Group's business objectives.

During FY2017, none of the executive directors received any remuneration from the Company. The RC intends to review the terms of their remuneration upon the Company's successful exit from the SGX-ST Watch-List.

The RC is of the view that there is no requirement to institute contractual provisions in the terms of their contracts of service to reclaim incentive components of their remuneration paid in prior years in exceptional circumstances if misstatement of financial results, or of misconduct resulting in financial loss to the Company.

Disclosure on Remuneration

Principle 9: Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.

Policy in respect of non-executive directors' remuneration

The non-executive directors do not enter into service agreements with the Company. They are paid directors' fees, the amount of which is dependent on their level of responsibilities and whether they perform additional services through Board committees. The amount of directors' fees payable to non-executive directors is subject to shareholders' approval at the Company's AGM. The Company is of the view that the non-executive directors are not overcompensated to the extent that their independence may be compromised. Upon successful exit from the SGX-ST Watch-List, the RC may consider implementing schemes to encourage non-executive directors to hold shares in the Company so as to better align the interests of such non-executive directors with the interests of shareholders.

Remuneration policy in respect of executive directors and other key management personnel

The Company advocates a performance-based remuneration system that is flexible and responsive to the market and the performance of the Company and the individual employee. This allows the Company to better align executive compensation with shareholders' value creation. The total remuneration mix comprises annual fixed cash and annual performance incentive. The annual fixed cash component comprises the annual basic salary plus any other fixed allowances. The annual performance incentive is tied to the performance of the Company and the individual employee.

Level and mix of remuneration of the directors, key management personnel (who are not directors or the CEO) for FY2017

The level and mix of each of the directors' remuneration, and that of each of the key management personnel (who are not directors or the CEO) for FY2017, are set out as follows:

Name of Directors	**Directors' Fees (S$)**	**Salary (S$)**	**Variable Bonus# (S$)**	**Share-Based^ (S$)**	**Benefits (S$)**	**Total (S$)**
Ji Zenghe	–	–	–	–	–	–
Fan Xianyong	–	–	–	–	–	–
Zhang Wei	–	–	–	–	–	–
Sun Quan	–	–	–	–	–	–
Wen Yao-Long	–	–	–	–	–	–
Er Kwong Wah	50,000	–	–	–	–	50,000
Seow Han Chiang, Winston	40,000	–	–	–	–	40,000
Zhao Xichen	40,000	–	–	–	–	40,000
Ng Fook Ai Victor(1)	–	–	–	–	–	–

Name of Key Management Personnel	**Salary (%)**	**Variable Bonus# (%)**	**Share-Based^ (%)**	**Other Benefits (%)**	**Total (%)**
Below S$250,000					
Tay Ai Li	92	8	–	–	100
Teo Sheng Yue(2)	91	9	–	–	100

Notes:

Includes variable or performance-related income/bonuses.

^ Includes stock options granted, share-based incentives and awards, and other long-term incentives.

(1) Mr Ng Fook Ai Victor was appointed as Independent Director on 31 January 2018.

(2) Mr Teo Sheng Yue was appointed as Deputy Chief Investment Officer on 14 March 2017.

The Company considers the heads of corporate functions to be its key management personnel and for FY2017, there were only 2 such persons. Their remuneration, in bands of S$250,000, has been disclosed above. Save as disclosed, there were no other key management personnel for FY2017.

The Company has not disclosed the exact amount of the remuneration of its key management personnel as it is not in the best interests of the Company and the employees to disclose such details due to the sensitive nature of such information. The aggregate remuneration paid to the aforesaid key management personnel (who are not directors or the CEO) in FY2017 is S$244,000.

There were no employees of the Group who were immediate family members of a director or the CEO during FY2017.

The Company did not have any employee share schemes during FY2017 but plan to have such a scheme to align the interests of key executives with that of shareholders, improving performance and achieving sustainable growth for the Company.

There are no termination, retirement and post-employment benefits that may be granted to directors, CEO or the top five key management personnel (who are not directors or the CEO).

(C) ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: The Board should present a balanced and understandable assessment of the company's performance, position and prospects.

The Board is responsible for providing a balanced and understandable assessment of the Company's performance, position and prospects, including interim and other price sensitive public reports, and reports to regulators (if required). Management currently provides all members of the Board with appropriately detailed management accounts which present a balanced and understandable assessment of the Company's performance, position and prospects on a quarterly basis.

The Board has embraced openness and transparency in the conduct of the Company's affairs, whilst preserving the commercial interests of the Company. Financial reports and other price sensitive information are disseminated to shareholders through announcements via SGXNET to the SGX-ST, press releases, the Company's website, public webcast, media and analyst briefings.

Risk Management and Internal Controls

Principle 11: The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

Management reviews and seeks to identify areas of significant business risks on an ongoing basis, and takes appropriate measures to control and mitigate such risks. Management also reviews all significant control policies and procedures and highlights all significant matters to the Board. The Board oversees Management in the design, implementation and monitoring of the risk management and internal control systems of the Company.

The Board also oversees the Group's risk management framework and policies, reviews the Group's business, financial and operational risks, and informs Management on strategies and measures to manage and mitigate these risks.

In order to ensure and maintain a sound system of risk management and internal controls to safeguard shareholders' interests and the Company's assets, the Company has developed an Enterprise Risk Management ("**ERM**") programme with the assistance of the Company's internal auditor, Messrs Ernst & Young Advisory Services Sdn. Bhd.. The ERM programme has been implemented to identify, prioritise, assess, manage and monitor key risks faced by the Group, and covers, inter alia, financial, operational, compliance and information technology controls of the Group. The key risks identified are deliberated by Management, and reported to the Board, which is responsible for the effective implementation of risk management strategy, policies and processes within the framework of the ERM programme. The Board will follow up on the actions required to be taken by Management to mitigate such identified risks. The AC also reviews the adequacy and effectiveness of the ERM programme periodically, and reports its findings to the Board at least once a year or as and when new significant risks are identified.

To ensure that its internal control and risk management systems are adequate and effective, the Company has requested the internal auditor to take such identified risks into consideration in drawing up the annual internal audit plan. The Company's internal auditor also assist the Company to conduct an annual review of the adequacy and effectiveness of the Company's internal controls. The external auditor, during the conduct of their normal audit procedures, may also report on matters relating to internal controls. Any material non-compliance or failures in internal controls, and recommendations for improvements, are reported to the AC. The AC also reviews the effectiveness of the actions taken by Management on the recommendations made by the internal and external auditors in this respect, and holds regular discussions with Management to ensure the timely and proper implementation of such recommendations. Based on the reports submitted by the internal and external auditors received by the AC and the Board, nothing material has come to the attention of the AC and the Board to cause the AC and the Board to believe that the internal control and risk management processes of the Group are inadequate or ineffective, or there are non-compliance of the Company's system of internal control and processes.

Based on the internal control and risk management systems established and maintained by the Group, the work conducted by the internal and external auditors as set out in their respective reports, the review by the AC of the implementation of the recommendations of the internal and external auditors as aforesaid, and the report by Management to the AC and the Board, the Board, with the concurrence of AC, is of the opinion that the system of internal control and risk management procedures maintained by Management are adequate to meet the objectives of the Company in addressing the financial, operational, compliance and information technology risks to the Company and the Group as at 31 December 2017.

The Board has also received assurance from the CEO and the Financial Controller confirming, *inter alia*, that:

(a) the financial records of the Company for FY2017 have been properly maintained, and the financial statements give a true and fair view of the Company's operations and finances for FY2017; and

(b) the Company's risk management and internal control systems are effective.

The Board notes that no system of internal controls can provide absolute assurance against or eliminate the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities. However, by identifying and managing risks that may arise on a regular basis, the Group believes that it will be better placed to mitigate risks such as material financial misstatements or losses, and to ensure the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulations and best practices, and the identification and management of business risks.

Audit Committee

Principle 12: The Board should establish an Audit Committee ("AC") with written terms of reference which clearly set out its authority and duties.

The AC currently comprises the following directors, all of whom are independent non-executive directors:

Er Kwong Wah	-	Acting Chairman
Zhao Xichen	-	Member (Appointed on 23 March 2017)
Ng Fook Ai Victor	-	Member (Appointed on 31 January 2018)

All the members bring with them invaluable industry knowledge and professional expertise in the financial and business spheres, and have adequate financial management knowledge and experience to discharge their responsibilities as members of the AC.

The primary functions of the AC include the following:

(a) to review the financial and operating results and accounting policies of the Group;

(b) to review the scope and results of the audit and its cost effectiveness;

(c) to review the financial statements before their submission to the Board and the external auditor's report on those financial statements;

(d) to review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements and any formal announcements relating to the Group's financial performance;

(e) to review the quarterly, half yearly and annual announcement of results of the Group before submission to the Board for approval;

(f) to consider and review the assistance given by Management to the auditors;

(g) to discuss with the external auditor the nature and scope of the audit before the audit commences;

(h) to review the external audit plan and the results of the external auditor's examination and evaluate the effectiveness of the Group's internal control system;

(i) to review the independence and objectivity of the external auditor;

(j) to recommend to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditor, and approve the terms of engagement and remuneration payable to the external auditor;

(k) to review interested person transactions to ensure that they are carried out on normal commercial terms and are not prejudicial to the interests of shareholders, and are in compliance with the then prevailing rules and regulations of the SGX-ST (in particular, Chapter 9 of the Listing Manual);

(l) to review the internal audit plan and findings of the internal auditor;

(m) to commission and review the major findings of internal investigations into matters where there is any suspected fraud or irregularity or failure of internal controls or infringement of any relevant law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position; and

(n) to undertake such other functions and duties as may be required by statute or the Listing Manual and by such amendments made thereto from time to time.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by Management and full discretion to invite any director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

In addition, the AC has independent access to the internal and external auditors, who report independently their findings and recommendations to the AC. The AC met with the internal and external auditors, without the presence of Management, at least once during the year. The AC also undertook a review of the independence and objectivity of the external auditor through discussions with the external auditor.

The aggregate amount of audit fees and non-audit fees paid to the external auditor for FY2017 are S$171,000 and S$2,000 respectively. The AC was of the opinion that the non-audit fees of S$2,000 paid to the external auditor for FY2017 did not impair their independence. The Company has complied with the requirements of Rules 712 and 715 of the Listing Manual in relation to the appointment of auditing firms.

During the year, the AC performed independent reviews of the financial statements of the Group before the announcement of the Group's quarterly, half yearly and full-year results. The AC also reviewed and approved both the Company's internal and external auditors' plans. All audit findings and recommendations put up by the internal and the external auditors were forwarded to the AC. Significant issues were discussed at these meetings.

The AC is briefed by the external auditor of changes to accounting standards and issues which have a direct impact on financial statements during the presentation of the audit planning memorandum and the audit summary memorandum.

In October 2015, the Accounting and Corporate Regulatory Authority ("**ACRA**") launched the Audit Quality Indicators Disclosure Framework ("**AQI Framework**") to enable Audit Committees to better evaluate their auditors. The AQI Framework comprises 8 comparable quality markers that correlate closely with audit quality based on ACRA's observations from inspecting auditors over the past decade. These include hours spent by senior audit team members involved in the audit, relevant experience of the senior audit team members and results from internal and external inspections of auditors.

Accordingly, the AC evaluated the performance of the external auditors, Messrs KPMG LLP ("**KPMG**"), based on the audit quality indicators as set out in the AQI Framework, and upon such evaluation, recommended to the Board that KPMG be nominated for re-appointment as external auditor of the Company at the forthcoming AGM.

None of the members of the AC were partners of KPMG within the last 12 months or has any financial interest in KPMG.

The AC also reviewed the Company's "Whistle-Blower Policy" ("**Policy**") which provides for the mechanisms by which employees and other persons may, in confidence, raise concerns about possible improprieties in financial reporting or other matters, and was satisfied that arrangements are in place for the independent investigation of such matters and for appropriate follow-up action.

Following the launch of the Policy, a set of guidelines which was reviewed by the AC and approved by the Board, was issued to assist the AC in managing allegations of fraud or other misconduct which may be made pursuant to the Policy, so that investigations may be carried out in an appropriate and timely manner, and disciplinary or civil actions that may be initiated following completion of investigations, are appropriate, balanced, and fair. To date, there were no reports received through such mechanism.

On a quarterly basis, Management reports findings of interested person transactions ("**IPTs**"), if any, during AC meetings.

<u>Internal Audit</u>

Principle 13: The company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.

The role of the internal auditor is to assist the AC by ensuring that the Company maintains a sound system of internal controls by regular monitoring of key controls and procedures and ensuring their effectiveness, undertaking investigations as directed by the AC, and conducting regular in-depth audits of high risk areas.

The Company's internal audit functions are out-sourced to Messrs Ernst & Young Advisory Services Sdn. Bhd. (the "**Internal Auditor**"), which is staffed with professionals with relevant qualifications and experience. The Internal Auditor has unrestricted direct access to the AC. The AC approves the hiring, removal, evaluation and compensation of the Internal Auditor, who meets the professional standards set out in the Code.

The Internal Auditor's primary line of reporting is to the Chairman of the AC, although the Internal Auditor also liaise with the CEO and the Financial Controller on administrative matters.

During the year, the Internal Auditor adopted a risk-based auditing approach that focuses on material internal controls, including financial, operational, compliance and information technology controls. Internal audits were carried out on all significant business units in the Company. All findings and recommendations of the Internal Auditor are submitted to the AC for deliberation with copies of these reports extended to the CEO and relevant senior management officers.

The AC also reviews annually the adequacy and effectiveness of the internal audit function, and is satisfied that it is adequately resourced and has appropriate standing within the Company.

(D) SHAREHOLDER RIGHTS AND RESPONSIBILITIES

<u>Shareholder Rights</u>

Principle 14: Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.

The Company is committed to maintaining and improving its level of corporate transparency, providing timely, fair and adequate disclosure of relevant information to shareholders so that they will be apprised of the developments that may have a material impact on the Company's securities. Such information is published through the SGXNET. The Company does not practice selective disclosure. The Company is open to meetings with investors and analysts, and in conducting such meetings, the Company is mindful of the need to ensure fair disclosure.

The Company ensures true and fair information is delivered adequately to all shareholders and to ensure that shareholders have the opportunity to participate effectively in and vote at general meetings of shareholders.

A registered shareholder who is not a relevant intermediary (as defined in the Companies Act) and who is unable to attend may choose to appoint up to two proxies to attend, speak and vote at the AGM. Pursuant to the Companies Act, the Central Provident Fund Board and relevant intermediaries may appoint more than two proxies.

At general meetings, the appointed independent scrutineer will explain the rules to the shareholders, including the poll voting procedures, that govern such general meetings.

Communication with Shareholders

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

The Board is mindful of its obligations to provide timely and fair disclosure of material information to the SGX-ST in accordance with the Corporate Disclosure Policy as set out in the Listing Manual. The Board's policy is that all shareholders should be informed of all major developments that impact the Group on an equal and timely manner.

Material information is communicated to shareholders in a timely manner through:

(a) announcements of quarterly, half yearly and annual financial results which are published via the SGXNET;

(b) annual reports or circulars of the Company that are prepared and sent to all shareholders;

(c) notices of AGMs and extraordinary general meetings published in the newspapers;

(d) press releases on major developments of the Group; and

(e) the Company's website at www.theplaceholdings.com at which shareholders can access information of the Group.

The Board establishes and maintains regular dialogue with its shareholders, to gather views or inputs and to address shareholders' concerns. The AGM of the Company is the principal forum for dialogue and interaction with all shareholders as elaborated in Principle 16 below.

The Group has no specific dividend policy at present. The form, frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate. The Company is not declaring any dividend for FY2017 as its profits in FY2017 are nominal, and taking into account the cash requirements for the Company's operating expenses and the proposed acquisition of potential new businesses (including the proposed subscription into Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd. (as announced on 8 November 2017)).

Conduct of Shareholder Meetings

Principle 16: Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.

Notices of general meetings are despatched to shareholders, together with the annual report or circulars within the time period prescribed by the regulations. Any shareholder who is not a relevant intermediary (as defined in the Companies Act) and who is unable to attend is allowed to appoint up to 2 proxies to vote on his behalf at the meeting through proxy forms sent in advance. At shareholders' meetings, each distinct issue is proposed as a separate resolution. Shareholders are invited to put forth any questions they may have on the motions tabled and to be decided upon. All directors, in particular the chairman of each Board committee, are required to be present at general meetings of shareholders to address shareholders' questions. The external auditor is also present at such meetings to address shareholders' queries about the conduct of audit and the preparation and content of the auditor's report.

The Company is not implementing absentia voting methods such as voting via mail, e-mail or fax until security, integrity and other pertinent issues are satisfactorily resolved.

At the forthcoming AGM, the Company will put all resolutions to vote by poll so as to better reflect shareholders' interest and ensure greater transparency. A scrutineer will also be appointed to count and validate the votes cast at the forthcoming AGM. Votes cast, for or against and the respective percentages, on each resolution are tallied and informed to shareholders immediately at the general meetings. The total number of votes cast for or against the resolutions and the respective percentages are also announced on SGXNet after the general meetings.

Minutes of the general meetings are taken and are available to shareholders upon their request.

(E) DEALINGS IN SECURITIES

The Group has adopted and implemented policies in line with Rule 1207(19) of the Listing Manual in relation to the dealing of shares of the Company. The policies have been made known to directors, executive officers and any other persons as determined by Management who may possess unpublished material price-sensitive information of the Group.

The Group and its officers and employees are prohibited from trading in the Company's securities, during the period beginning 1 month and 2 weeks before the date of the announcement of the full year or quarterly results respectively and ending on the date of the announcement of the relevant results ("**Prohibited Periods**"). Directors and employees are also advised against dealing in the securities when they are in possession of any unpublished material price-sensitive information of the Group.

Directors and officers are required to comply with and observe the laws on insider trading even if they trade in the Company's securities outside the Prohibited Periods. They are discouraged from dealing in the Company's securities on short-term considerations and should be mindful of the law on insider trading.

(F) INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy governing procedures for the identification, approval and monitoring of IPTs. All IPTs are subject to review by the AC to ensure that they are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the shareholders.

In the event that a member of the AC has an interest in a transaction, he will abstain from reviewing that particular transaction.

The Board will ensure that all disclosure, approval and other requirements on IPTs, including those required by prevailing legislation, the Listing Manual and accounting standards are complied with.

The aggregate value of all interested person transactions entered into during FY2017 are tabulated hereunder pursuant to Rule 907 of the SGX-ST Listing Manual:

Name of interested person	Aggregate value of all IPTs during the financial year under review (excluding transactions less than $100,000 and transactions conducted under Shareholders' mandate pursuant to Rule 920)	Aggregate value of all IPTs conducted under Shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)
Beijing Aozhong Xingye Real Estate Development Co., Ltd - Provision of management services to Beijing Aozhong Xingye Real Estate Development Co., Ltd, inclusive of $130,592 arising from profit sharing arrangement.	$1,359,392	–

There were no other IPT conducted during the financial year ended 31 December 2017.

(G) MATERIAL CONTRACTS

Save for the Service Agreements entered into with the executive directors and IPT disclosed above that were entered into during the period under review, there were no other material contracts, not being material contracts entered into in the ordinary course of business, entered into by the Company and its subsidiaries involving the interest of the CEO, each director or controlling shareholder, which are either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

PARTICULARS OF DIRECTORS PURSUANT TO THE CODE

Name of Director	Age	Board Appointment Executive/ Non-Executive/ Independent	Date of First Appointment	Date of Last Re-appointment/ Re-election	Current Directorship / Chairmanship in other Listed Companies & Other Principal Commitments	Past (three years) Directorship in other Listed Companies
Ji Zenghe	58	Executive Chairman and CEO Note: Cessation as CEO with effect from 25 April 2018	12 October 2016	20 April 2017	Other Principal Commitments Chairman, Beijing Aozhong Xingye Real Estate Development Co., Ltd Chairman, The Place Investment Group Co., Ltd	None
Fan Xianyong	53	Executive Director Note: Appointment as CEO with effect from 25 April 2018	12 October 2016	20 April 2017	Other Principal Commitments Director and General Manager, Beijing Aozhong Xingye Real Estate Development Co., Ltd. Director and General Manager, The Place Investment Group Co., Ltd	None
Zhang Wei	37	Executive Director	26 September 2016	20 April 2017	None	None
Sun Quan	52	Non-Executive Director	12 October 2016	20 April 2017	Other Principal Commitments Executive Director, Capital Impetus Group Limited Executive Director & CEO, China Capital Impetus Asset Management Pte. Ltd. Executive Director, China Capital Impetus Investment Limited Board of Trustees, Schwarzman College, Tsinghua University Executive Director, New Impetus Strategy Fund	None

Name of Director	Age	Board Appointment Executive/ Non-Executive/ Independent	Date of First Appointment	Date of Last Re-appointment/ Re-election	Current Directorship / Chairmanship in other Listed Companies & Other Principal Commitments	Past (three years) Directorship in other Listed Companies
Wen Yao-Long	57	Non-Executive Director	2 January 2003	26 April 2016	Other Principal Commitments Executive Director, Eucon Investment Holding Pte Ltd	None
Er Kwong Wah	71	Acting Lead Independent Director	8 September 2006	20 April 2017	Directorship in Other Listed Companies Independent Director, CFM Holdings Limited Independent Director, China Essence Group Ltd. Independent Director, China Sky Chemical Fibre Co., Ltd. Independent Director, COSCO Corporation (Singapore) Limited Independent Director, ecoWise Holdings Limited Independent Director, China Environment Ltd. Independent Director, GKE Corporation Limited Other Principal Commitments None	Independent Director, Success Dragon International Holdings Ltd. (July 2014 – September 2017)
Zhao Xichen	54	Independent Director	12 October 2016	20 April 2017	Other Principal Commitments Chairman of the Investment Committee, China Daisy Asset Management Limited	None

Name of Director	Age	Board Appointment Executive/ Non-Executive/ Independent	Date of First Appointment	Date of Last Re-appointment/ Re-election	Current Directorship / Chairmanship in other Listed Companies & Other Principal Commitments	Past (three years) Directorship in other Listed Companies
Ng Fook Ai Victor	70	Independent Director	31 January 2018	N/A	Directorship in Other Listed Companies Independent Director, Sunshine 100 China Holdings Ltd Independent Director, Soilbuild Business Space REIT Ltd	Independent Director, My E.G. Services Berhad (January 2008 – December 2017) Independent Director, SHC Capital Asia Limited (August 2014 – December 2017) Independent Director, Cityneon Holdings Limited (June 2016 – November 2017)

APPENDIX

Code of Corporate Governance
Specific principles and guidelines for disclosure

Relevant Guidelines or Principles	Page Reference in this Annual Report
Guideline 1.3 Delegation of authority, by the Board to any board committee, to make decisions on certain board matters	19 to 36
Guideline 1.4 The number of meetings of the Board and board committees held in the year, as well as the attendance of every board member at these meetings	20
Guideline 1.5 The type of material transactions that require board approval under guidelines	20
Guideline 1.6 The induction, orientation and training provided to new and existing directors	20 to 21
Guideline 2.3 The Board should identify in the company's Annual Report each director it considers to be independent. Where the Board considers a director to be independent in spite of the existence of a relationship as stated in the Code that would otherwise deem a director not to be independent, the nature of the director's relationship and the reasons for considering him as independent should be disclosed	22
Guideline 2.4 Where the Board considers an independent director, who has served on the Board for more than nine years from the date of his first appointment, to be independent, the reasons for considering him as independent should be disclosed	22
Guideline 3.1 Relationship between the Chairman and CEO where they are immediate family members	23
Guideline 4.1 Names of the members of the NC and the key terms of reference of the NC, explaining its role and the authority delegated to it by the Board	24
Guideline 4.4 The maximum number of listed company board representations which directors may hold should be disclosed	24 to 25
Guideline 4.6 Process for the selection, appointment and re-appointment of new directors to the Board, including the search and nomination process	25 to 26
Guideline 4.7 Key information regarding directors, including which directors are executive, non-executive or considered by the NC to be independent	26
Guideline 5.1 The Board should state in the company's Annual Report how assessment of the Board, its board committees and each director has been conducted. If an external facilitator has been used, the Board should disclose in the company's Annual Report whether the external facilitator has any other connection with the company or any of its directors. This assessment process should be disclosed in the company's Annual Report	26 to 27

Relevant Guidelines or Principles	Page Reference in this Annual Report
Guideline 7.1 Names of the members of the RC and the key terms of reference of the RC, explaining its role and the authority delegated to it by the Board	28 to 29
Guideline 7.3 Names and firms of the remuneration consultants (if any) should be disclosed in the annual remuneration report, including a statement on whether the remuneration consultants have any relationships with the Company	29
Principle 9 Clear disclosure of remuneration policies, level and mix of remuneration, and procedure for setting remuneration	30 to 32
Guideline 9.1 Remuneration of directors, the CEO and at least the top five key management personnel (who are not also directors or the CEO) of the company. The annual remuneration report should include the aggregate amount of any termination, retirement and post-employment benefits that may be granted to directors, the CEO and the top five key management personnel (who are not directors or the CEO)	31 to 32
Guideline 9.2 Fully disclose the remuneration of each individual director and the CEO on a named basis. There will be a breakdown (in percentage or dollar terms) of each director's and the CEO's remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives	31
Guideline 9.3 Name and disclose the remuneration of at least the top five key management personnel (who are not directors or the CEO) in bands of S$250,000. There will be a breakdown (in percentage or dollar terms) of each key management personnel's remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives. In addition, the Company should disclose in aggregate the total remuneration paid to the top five key management personnel (who are not directors or the CEO). As best practice, companies are also encouraged to fully disclose the remuneration of the said top five key management personnel	31 to 32
Guideline 9.4 Details of the remuneration of employees who are immediate family members of a director or the CEO, and whose remuneration exceeds S$50,000 during the year. This will be done on a named basis with clear indication of the employee's relationship with the relevant director or the CEO. Disclosure of remuneration should be in incremental bands of S$50,000	32
Guideline 9.5 Details and important terms of employee share schemes	32
Guideline 9.6 For greater transparency, companies should disclose more information on the link between remuneration paid to the executive directors and key management personnel, and performance. The annual remuneration report should set out a description of performance conditions to which entitlement to short-term and long-term incentive schemes are subject, an explanation on why such performance conditions were chosen, and a statement of whether such performance conditions are met	29 to 31

Relevant Guidelines or Principles	Page Reference in this Annual Report
Guideline 11.3 The Board should comment on the adequacy and effectiveness of the internal controls, including financial, operational, compliance and information technology controls, and risk management systems The commentary should include information needed by stakeholders to make an informed assessment of the Company's internal control and risk management systems The Board should also comment on whether it has received assurance from the CEO and the CFO: (a) that the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (b) regarding the effectiveness of the company's risk management and internal control systems	33
Guideline 12.1 Names of the members of the AC and the key terms of reference of the AC, explaining its role and the authority delegated to it by the Board	34 to 35
Guideline 12.6 Aggregate amount of fees paid to the external auditors for that financial year, and breakdown of fees paid in total for audit and non-audit services respectively, or an appropriate negative statement	35
Guideline 12.7 The existence of a whistle-blowing policy should be disclosed in the company's Annual Report	35 to 36
Guideline 12.8 Summary of the AC's activities and measures taken to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements	35 to 36
Guideline 15.4 The steps the Board has taken to solicit and understand the views of the shareholders e.g. through analyst briefings, investor roadshows or Investors' Day briefings	37 to 38
Guideline 15.5 Where dividends are not paid, companies should disclose their reasons	37

DIRECTORS' STATEMENT

We are pleased to submit this report to the members of the Company together with the audited financial statements for the financial year ended 31 December 2017.

In our opinion:

(a) the financial statements set out on pages 54 to 102 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 2017 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards; 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.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Directors

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

Ji Zenghe
Fan Xianyong
Sun Quan
Zhang Wei
Er Kwong Wah
Ng Fook Ai Victor (appointed on 31 January 2018)
Zhao Xichen
Wen Yao-Long

Directors' interests

According to the register kept by the Company for the purposes of Section 164 of the Act, particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and children) in shares, debentures, warrants or share options in the Company are as follows:

Name of Directors and corporation in which interests are held	Shareholdings at the beginning of the year	Shareholdings at the end of the year	At 21 January 2018
Sun Quan			
The Place Holdings Limited			
- ordinary shares			
- deemed interests	2,500,000,000	5,206,524,059	5,206,524,059
Wen Yao-Long			
The Place Holdings Limited			
- ordinary shares			
- interests held	41,417,747	41,417,747	41,417,747
- deemed interests	108,362,000	108,362,000	108,362,000

As Sun Quan is a founder and director of China Capital Impetus Investment Limited which manages Oriental Straits Fund III, he is deemed to have interests in the Company and other subsidiaries of the Company by virtue of Section 7 of the Act, at the beginning and at the end of the financial year.

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

There were no changes in any of the above mentioned interests in the Company between the end of the financial year and 21 January 2018.

Share options

At the Extraordinary General Meeting held on 12 October 2016, the members of the Company approved the allotment and issuance of up to 279,764,726 options shares by the Company to Oriental Straits Fund III (the "Subscriber") at the issue price of $0.018 for each share option upon completion of the allotment and issuance of up to 4,926,759,333 new shares ("New Shares") to the Subscriber"), pursuant to the terms of the subscription agreement dated 11 December 2015.

On 4 July 2017, the Company completed the allotment and issuance of New Shares and the Subscriber issued the subscription request for the allotment and issuance of 279,764,726 option shares of the Company. The option shares were fully exercised and issued on 17 October 2017.

Except as disclosed above, there were no unissued shares of the Company and its subsidiaries under options.

Audit Committee

The members of the Audit Committee ("AC") during the year and at the date of this statement are:

Er Kwong Wah	
Ng Fook Ai Victor	(appointed on 31 January 2018)
Zhao Xichen	

The AC performs the functions specified by Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

The AC also oversees the overall policy setting and administration of the Company's whistle blowing policy and procedures, which serves to provide the employees of the Company a formal channel to raise concerns in confidence about possible improprieties in matters of financial reporting and other matters directly to the AC.

In performing its functions, the AC meets periodically with the Company's external and internal auditors with the management to review accounting, auditing and financial reporting matters, as well as the Group's risk management and internal control system. In addition, the AC will meet with the Company's external and internal auditors without the presence of management at least once a year to discuss matters concerning the Group.

The duties of the AC, amongst others, include reviewing the following:

- internal and external auditors' audit plans and the scopes of examination;
- results of the audits and their effectiveness;
- independence and objectivity of the external auditors, taking into account the nature and extent of non-audit services performed by the external auditors;
- adequacy and effectiveness of the Group's risk management and internal control systems, including reporting to the Board at least annually the results of its review;
- making recommendation to the Board on proposals to shareholders on the appointment, re-appointment and removal of external auditors;
- hiring, re-hiring, removal, evaluation and compensation of out-sourced internal auditors;
- periodic results announcements prior to their submission to the Board for approval;
- audited financial statements of the Group and the Company prior to their submission to the Board for approval;
- significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group;
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual); and
- all cases of whistle blowing, in particular, the adequacy and independence of investigation and resolution for those significant cases.

The AC has full access to management and senior executives, and is given the resources required for it to discharge its functions. It has full authority and discretion to invite any director or senior executive to attend its meetings.

The AC may also examine, within its terms of reference, any matters pertaining to the Group's affairs and monitor the Group's compliance with legal, regulatory and contractual obligations.

In addition to the activities undertaken to fulfil its responsibilities, the AC is kept abreast by the management, external and internal auditors on changes to accounting standards, stock exchange rules and other codes and regulations which could have an impact on the Group's business and financial statements.

The AC has discussed the key audit matter with management and the external auditors. The AC concurs with the findings and conclusions included in the auditor's report with respect to the key audit matter. For more information on the key audit matter, please refer to page 50.

For the financial year under review, the AC has conducted a review of all non-audit services provided by the external auditors and is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors. The aggregate amount of audit fees paid and payable by the Group to the external auditors for financial year ended 31 December 2017 was $173,000, of which audit and non-audit fees amounted to $171,000 and $2,000, respectively. In appointing the audit firm, KPMG LLP, for the audit of financial year ended 31 December 2017, the AC is satisfied that the Company has complied with the requirements of Rules 712 and 715 of the SGX Listing Manual. AC meetings are held after the end of every financial quarter before the official announcement of results.

Having reviewed KPMG LLP's performance, the AC has recommended to the Board that KPMG LLP be nominated for re-appointment as auditors for the financial year 2018 at the forthcoming AGM of the Company.

Auditors

On 3 April 2017, the Company received a notice from Messrs Deloitte & Touche LLP ("Deloitte") in relation to its resignation as the auditors of the Company with effect from 28 April 2017.

Following the resignation of Deloitte, the Company convened an extraordinary general meeting on 25 May 2017, at which the shareholders approved the appointment of KPMG LLP as the auditors of the Company and to hold office until conclusion of the forthcoming annual general meeting of the Company.

The Board, upon recommendation from the Audit Committee, will propose the re-appointment of KPMG LLP as the auditors of the Company at the forthcoming annual general meeting of the Company and KPMG have indicated their willingness to accept the re-appointment.

On behalf of the Board of Directors

Ji Zenghe
Director

Er Kwong Wah
Director

20 March 2018

INDEPENDENT AUDITORS' REPORT

To the Members of The Place Holdings Limited

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of The Place Holdings Limited (formerly known as Eucon Holding Limited) (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and statement of financial position of the Company as at 31 December 2017, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 54 to 102.

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Group and the Company as at 31 December 2017 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group 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 'Auditors' 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 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.

Accounting for acquisition
(Refer to Note 22 to the financial statements)

Risk:

During the year, the Group acquired 99.99% equity interest in Beijing Vast Universe Culture Communication Co., Ltd at the consideration of $498,000. Acquisition of controlling interest can be complex and judgement is involved in determining whether the transaction is a business combination or acquisition of an asset, each of which requires different accounting treatments. In accounting for a business combination, there is further judgement involved and inherent uncertainty in the estimation used by management in allocating the overall purchase price to the assets, liabilities and goodwill that make up the acquisition.

Our response:

We assessed the Group's process on classifying and accounting for the investment acquired. We also examined legal and contractual documents to determine whether the acquisition is appropriately classified and accounted for in accordance with the relevant accounting standards and appropriately presented the nature of the transaction.

For acquisition of controlling interest accounted for as a business combination during the year, we read the completion report and checked the computations on allocation of the purchase price to those assets, liabilities and goodwill acquired. We compared the methodologies and key assumptions used in deriving the allocated values to generally accepted market practices and market data relevant to the assets, liabilities and goodwill being acquired.

Our findings:

The judgement applied by the Group in determining whether acquisition of controlling interest is a business combination or an acquisition of assets was fair. Methodologies and key assumptions used in allocating the purchase price to the assets, liabilities and goodwill acquired in the business combination were appropriate.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report thereon.

We have obtained all other information prior to the date of this auditors' report.

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 FRSs, 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.

Auditors' responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal controls 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 controls.

- 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 auditors' 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 auditors' 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 controls 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude 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.

Other matter

The financial statements for the year ended 31 December 2016 were audited by another auditor who expressed an unmodified opinion on those financial statements on 28 March 2017.

Report on other legal and regulatory requirements

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

The engagement partner on the audit resulting in this independent auditors' report is Tan Kar Yee, Linda.

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
20 March 2018

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2017

	Note	Group 2017	Group 2016	Company 2017	Company 2016
		$'000	$'000 (Restated)[1]	$'000	$'000 (Restated)[1]
Non-current assets					
Property, plant and equipment	4	12	–	11	–
Investment in subsidiaries	6	–	–	58,065	30,000
		12	–	58,076	30,000
Current assets					
Trade and other receivables	7	3,952	–	3,762	–
Cash and cash equivalents	8	88,484	46,047	32,959	15,504
Assets held for sale	9	–	62,684	–	–
		92,436	108,731	36,721	15,504
Total assets		92,448	108,731	94,797	45,504
Equity					
Share capital	10	149,845	101,127	149,845	101,127
Reserves	11	2,078	(14,880)	1,869	1,869
Accumulated losses		(60,097)	(51,646)	(60,849)	(57,881)
Equity attributable to owners of the Company		91,826	34,601	90,865	45,115
Non-controlling interests		–*	–*	–	–
Total equity		91,826	34,601	90,865	45,115
Current liabilities					
Trade and other payables	12	455	391	3,932	389
Current tax liabilities		167	–	–	–
Liabilities held for sale	9	–	73,739	–	–
		622	74,130	3,932	389
Total liabilities		622	74,130	3,932	389
Total equity and liabilities		92,448	108,731	94,797	45,504

* Less than $1,000

1 Refer to Note 25

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

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the financial year ended 31 December 2017

	Note	2017 $'000	2016 $'000 (Restated)[1]
Continuing operations			
Revenue	13	2,444	–
Cost of sales		(566)	–
Gross profit		1,878	–
Other income	14	2,340	–
Administrative expenses		(1,070)	(1,620)
Other expenses		(61)	(9)
Results from operating activities		3,087	(1,629)
Net finance costs	15	(2,364)	(337)
Profit/(Loss) before tax	16	723	(1,966)
Tax expense	17	(453)	–
Profit/(Loss) from continuing operations		270	(1,966)
Discontinued operation			
Loss from discontinued operation (net to tax)	18	–	(5,904)
Profit/(Loss) for the year		270	(7,870)
Profit/(Loss) attributable to:			
Owners of the Company		270	(6,497)
Non-controlling interests		–*	(1,373)
Profit/(Loss) for the year		270	(7,870)
Earnings/(Loss) per share			
Basic and diluted earnings per share (cents)	19	0.01	(0.54)
Earnings/(Loss) per share – continuing operations			
Basic and diluted earnings per share (cents)	19	0.01	(0.16)

* Less than $1,000

1 Refer to Note 25

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2017

	2017	2016
	$'000	$'000
		(Restated)[1]
Profit/(Loss) for the year	270	(7,870)
Other comprehensive income		
Items that will not be reclassified subsequently to profit or loss:		
Defined benefit plan remeasurements	–	(6)
Items that may be reclassified to profit or loss:		
Foreign currency transition differences on disposal of foreign operations reclassified to profit or loss	8,716	–
Foreign currency translation differences of foreign operations	(479)	1,219
Other comprehensive income for the year, net of tax[2]	8,237	1,213
Total comprehensive income/(loss) for the year	8,507	(6,657)
Total comprehensive income attributable to:		
Owners of the Company	8,507	(4,695)
Non-controlling interests	–*	(1,962)
Total comprehensive income/(loss) for the year	8,507	(6,657)

* Less than $1,000

1 Refer to Note 25

2 There are no income tax effects relating to components of other comprehensive income.

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2017

	Note	Attributable to owners of the Company								
	Note	Share capital	Foreign currency translation reserve	Legal reserve	Statutory reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group										
At 1 January 2016		56,127	(8,128)	2,834	5,078	(19,164)	(45,143)	(8,396)	4,654	(3,742)
Total comprehensive income for the year										
Loss for the year, as previously stated		–	–	–	–	–	(8,367)	(8,367)	(1,373)	(9,740)
Prior year adjustment to capitalise introducer shares previously recognised in profit or loss	25	–	–	–	–	–	900	900	–	900
Prior year adjustment to reverse introducer shares yet to be issued and previously recognised in profit or loss	25	–	–	–	–	–	970	970	–	970
Loss for the year, as restated		–	–	–	–	–	(6,497)	(6,497)	(1,373)	(7,870)
Other comprehensive income										
Defined benefit plan remeasurements		–	–	–	–	–	(6)	(6)	–	(6)
Foreign currency translation difference of foreign operations		–	1,808	–	–	–	–	1,808	(589)	1,219
Total other comprehensive income		–	1,808	–	–	–	(6)	1,802	(589)	1,213
Total comprehensive income for the year, as restated		–	1,808	–	–	–	(6,503)	(4,695)	(1,962)	(6,657)
Transactions with owners, recognised directly in equity										
Issue of ordinary shares under share subscription agreement, net of transaction costs, as restated		44,100	–	–	–	–	–	44,100	–	44,100
Issue of ordinary shares as settlement of introducer fee, as restated		900	–	–	–	–	–	900	–	900
Acquisition of non-controlling interests		–	–	–	–	2,692	–	2,692	(2,692)	–
Total transactions with owners, as restated		45,000	–	–	–	2,692	–	47,692	(2,692)	45,000
At 31 December 2016, as restated		101,127	(6,320)	2,834	5,078	(16,472)	(51,646)	34,601	–	34,601

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CON'D)

For the financial year ended 31 December 2017

	Note	Share capital	Foreign currency translation reserve	Legal reserve	Statutory reserve	Capital reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		Attributable to owners of the Company									
		$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group											
At 1 January 2017, as previously stated		100,287	(6,320)	2,834	5,078	2,710	(16,472)	(53,516)	34,601	–	34,601
Prior year adjustment to capitalise introducer shares previously recognised in profit or loss	25	(900)	–	–	–	–	–	900	–	–	–
Prior year adjustment to reverse introducer shares yet to be issued and previously recognised in profit or loss	25	–	–	–	–	(970)	–	970	–	–	–
Prior year adjustment to reverse option share reserve as the right to subscribe for option shares have yet to be granted	25	1,740	–	–	–	(1,740)	–	–	–	–	–
At 1 January 2017, as restated		101,127	(6,320)	2,834	5,078	–	(16,472)	(51,646)	34,601	–	34,601
Total comprehensive income for the year											
Profit for the year		–	–	–	–	–	–	270	270	–*	270
Other comprehensive income											
Transfer of reserves to retained earnings upon disposal of foreign operations		–	–	(2,834)	(5,078)	–	16,472	(8,560)	–	–	–
Foreign currency transition differences on disposal of foreign operations reclassified to profit or loss		–	8,716	–	–	–	–	–	8,716	–	8,716
Foreign currency translation difference of foreign operations		–	(479)	–	–	–	–	–	(479)	–	(479)
Total other comprehensive income		–	8,237	(2,834)	(5,078)	–	16,472	(8,560)	8,237	–	8,237
Total comprehensive income for the year		–	8,237	(2,834)	(5,078)	–	16,472	(8,290)	8,507	–*	8,507
Transactions with owners, recognised directly in equity											
Issue of ordinary shares under share subscription agreement, net of transaction costs		42,808	–	–	–	–	–	–	42,808	–	42,808
Issue of ordinary shares as settlement of introducer fee		975	–	–	–	–	–	–	975	–	975
Issue of option shares under share subscription agreement, net of transaction costs		4,935	–	–	–	–	–	–	4,935	–	4,935
Total transactions with owners		48,718	–	–	–	–	–	–	48,718	–	48,718
Transfer to statutory reserves		–	–	–	161	–	–	(161)	–	–	–
At 31 December 2017		149,845	1,917	–	161	–	–	(60,097)	91,826	–*	91,826

* Less than $1,000

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2017

	Note	2017 $'000	2016 $'000 (Restated)
Cash flows from operating activities			
Profit/(Loss) for the year		270	(7,870)
Adjustments for:			
Amortisation of land use rights		–	74
Change in fair value of financial derivatives		–	(252)
Defined benefit obligations		–	1
Depreciation of property, plant and equipment		1	1,807
Gain on disposal of discontinued operations		(2,339)	–
Gain on disposal of property, plant and equipment		–	(70)
Impairment loss on trade receivables		–	255
Impairment of goodwill		61	–
Interest expense		–	1,101
Interest income		(461)	(29)
Unrealised foreign exchange loss (net)		2,744	2,016
Reversal of inventory write-down to net realisable value		–	(120)
Tax expense		453	30
		729	(3,057)
Changes in:			
- Inventories		–	(2,719)
- Trade and other receivables		(139)	(5,710)
- Trade and other payables		31	4,663
Cash generated from/(used in) operations		621	(6,823)
Interest paid		–	(730)
Interest received		299	29
Tax paid		(360)	(7)
Net cash generated from/(used in) operating activities		560	(7,531)
Cash flows from investing activities			
Acquisition of a subsidiary, net of cash acquired	22	(6)	–
Acquisition of non-controlling interests in a subsidiary		–	(2,081)
Investment in structured deposits		–	11,133
Loan to a third party		(3,600)	–
Purchase of property, plant and equipment		(12)	(2,047)
Proceeds from disposal of property, plant and equipment		–	2,512
Payments on disposal of discontinued operations, net of cash disposed	18	(11,040)	–
Net cash (used in)/generated from investing activities		(14,658)	9,517
Cash flows from financing activities			
Advances from shareholders		–	1,259
Decrease in restricted cash		–	1,711
Issue of share capital		48,718	45,000
Proceeds from loans and borrowings		–	19,871
Repayment of loans and borrowings		–	(19,133)
Net cash generated from financing activities		48,718	48,708
Net increase in cash and cash equivalents		34,620	50,694
Cash and cash equivalents at beginning of the year		57,087	6,355
Effect of exchange rate fluctuations on cash held		(3,223)	38
Cash and cash equivalents at end of the year	8	88,484	57,087

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

NOTES TO FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 20 March 2018.

1 Domicile and activities

The Place Holdings Limited (the "Company") is incorporated in the Republic of Singapore and has its registered office at 80 Marine Parade Road, #11-02 Parkway Parade, Singapore 449269. The immediate and ultimate holding entity is Oriental Straits Fund III, incorporated in Cayman Islands.

The principal activities of the Company is that of investment holding.

The principal activities of each of the subsidiaries are set out in Note 6 to the financial statements.

The consolidated financial statements for the year ended 31 December 2017 relate to the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

2 Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with the Financial Reporting Standards (FRSs) in Singapore.

2.2 Basis of measurement

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

2.3 Functional and presentation currency

The financial statements are presented in Singapore dollar, which is the Company's functional currency. All financial information presented in Singapore dollars have been rounded to the nearest thousand, unless otherwise stated.

2.4 Use of estimates and judgements

The preparation of financial statements in conformity with FRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3 Significant accounting policies

The Company adopted new or revised financial reporting standards and interpretations which are effective for annual financial period beginning on or after 1 January 2017. The initial adoption of these standards and interpretations did not have a material impact on the financial statements.

The accounting policies set out below have been applied consistently to the period presented in these financial statements, and have been applied consistently by Group entities.

3.1 Basis of consolidation

(i) Business combinations

Business combinations are accounted for using the acquisition method in accordance with FRS 103 Business Combinations as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests ("NCI") in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,

over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is recognised at fair value at the acquisition date and included in the consideration transferred. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value each reporting date and subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

NCI that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the NCI's proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the acquisition date. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required by FRSs.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

3 Significant accounting policies (cont'd)

3.1 Basis of consolidation (cont'd)

(i) Business combinations (cont'd)

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owners in their capacity as owners and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to NCI arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

(iii) Loss of control

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any NCI and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

(v) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

(vi) Subsidiaries in the separate financial statements

Investments in subsidiaries are stated in the Company's statements of financial position at cost less accumulated impairments losses.

3.2 Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

3 Significant accounting policies (cont'd)

3.2 Foreign currency (cont'd)

(i) Foreign currency transactions (cont'd)

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognised in profit or loss.

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at the dates of the transactions.

Foreign currency differences are recognised in OCI, and presented in the foreign currency translation reserve (translation reserve) in equity. However, if the foreign operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the NCI. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to NCI.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised in OCI, and are presented in the translation reserve in equity.

3.3 Financial instruments

(i) Non-derivative financial assets

The Group initially recognises loans and receivables on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

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

The Group classifies non-derivative financial assets into the loans and receivables category.

3 Significant accounting policies (cont'd)

3.3 Financial instruments (cont'd)

(i) Non-derivative financial assets (cont'd)

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents, and trade and other receivables.

Cash and cash equivalents

Cash and cash equivalents include cash balances and bank deposits. For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash balances and fixed deposits with maturity of up to three months that are subject to insignificant risks of changes in their fair value, and are used by the Group in the management of its short term commitments.

(ii) Non-derivative financial liabilities

All financial liabilities are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

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

The Group classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise trade and other payables.

(iii) Share capital

Ordinary shares

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

3 Significant accounting policies (cont'd)

3.4 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

(ii) Subsequent costs

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

(iii) Depreciation

Depreciation is based on the cost of an asset less residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated annual rates used for the current and comparative years are as follows:

Leasehold buildings and improvements	- over the terms of lease which are from 5 to 74 years
Fixtures and equipment	- 3 to 5 years
Plant and machinery	- 5 to 10 years
Motor vehicles	- 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

3 Significant accounting policies (cont'd)

3.5 Intangible assets

(i) Goodwill

Goodwill is measured at cost less accumulated impairment losses.

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For the measurement of goodwill at initial recognition (see Note 3.1).

3.6 Impairment

(i) Non-derivative financial assets

A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting period to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event(s) has occurred after the initial recognition of the asset, and that the loss event(s) has an impact on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers in the Group, economic conditions that correlate with defaults or the disappearance of an active market for a security.

Loans and receivables

The Group considers evidence of impairment for loans and receivables at a specific asset level. All individually significant loans and receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

3 Significant accounting policies (cont'd)

3.6 Impairment (cont'd)

(ii) Non-financial assets (cont'd)

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.7 Non-current assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, that are highly probable to be recovered primarily through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter, the assets, or disposal group, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to financial assets, deferred tax assets and employee benefit assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Property, plant and equipment and intangible assets once classified as held for sale are not amortised or depreciated.

3 Significant accounting policies (cont'd)

3.8 Employee benefits

(i) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

(ii) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

3.9 Revenue

(i) Sale of goods

Revenue from sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

(ii) Media and event management fees

Media and event management fees are recognised over the period in which the services are rendered.

(iii) Fees for securing sponsorship for customers

Fees received for securing sponsorship for customers are recognised as revenue upon securing the sponsorship for customers.

3.10 Finance income and finance costs

Finance income comprises interest income on fixed deposits with financial institutes and loan to a third party. Finance costs comprise interest expense on borrowings.

Interest income and interest expense are recognised as it accrues in profit or loss using the effective interest method.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

3 Significant accounting policies (cont'd)

3.11 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

- temporary differences relating to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. The amount of deferred tax is measured based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In determining its tax liabilities, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities. Such changes to tax liabilities will impact tax expense in the period that such a determination is made.

3 Significant accounting policies (cont'd)

3.12 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative statement of profit or loss is re-presented as if the operation had been discontinued from the start of the comparative period.

3.13 Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

3.14 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's chief operations decision-maker ("CODM") to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets and head office expenses.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment.

4 Property, plant and equipment

Group	Freehold land	Leasehold buildings and improvements	Fixtures and equipment	Plant and machinery	Motor vehicles	Construction-in-progress	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Cost							
At 1 January 2016	2,716	26,828	2,469	90,508	34	532	123,087
Additions	–	683	59	256	–	1,049	2,047
Disposals	–	(1,318)	(303)	(23,587)	–	(125)	(25,333)
Transfer	–	1,139	(36)	272	–	(1,375)	–
Reclassified as held for sale (Note 9)	(2,829)	(26,348)	(2,125)	(63,615)	(36)	(57)	(95,010)
Effect of movement in exchange rates	113	(984)	(64)	(3,834)	2	(24)	(4,791)
At 31 December 2016	–	–	–	–	–	–	–
Acquisition of subsidiaries (Note 22)	–	–	1	–	–	–	1
Additions	–	–	12	–	–	–	12
At 31 December 2017	–	–	13	–	–	–	13
Accumulated depreciation							
At 1 January 2016	–	15,908	1,800	70,799	20	–	88,527
Depreciation charge for the year	–	1,343	107	330	27	–	1,807
Disposals	–	(417)	(254)	(18,995)	–	–	(19,666)
Reclassified as held for sale (Note 9)	–	(16,303)	(1,609)	(49,637)	(49)	–	(67,598)
Effect of movement in exchange rates	–	(531)	(44)	(2,497)	2	–	(3,070)
At 31 December 2016	–	–	–	–	–	–	–
Depreciation charge for the year	–	–	1	–	–	–	1
At 31 December 2017	–	–	1	–	–	–	1
Accumulated impairment							
At 1 January 2016	–	–	–	14,620	–	–	14,620
Disposals	–	–	–	(3,225)	–	–	(3,225)
Reclassified as held for sale (see Note 9)	–	–	–	(10,838)	–	–	(10,838)
Effect of movement in exchange rates	–	–	–	(557)	–	–	(557)
At 31 December 2016 and 31 December 2017	–	–	–	–	–	–	–
Carrying amounts							
At 1 January 2016	2,716	10,920	669	5,089	14	532	19,940
At 31 December 2016	–	–	–	–	–	–	–
At 31 December 2017	–	–	12	–	–	–	12

4 Property, plant and equipment (cont'd)

Company	Leasehold buildings and improvements	Fixtures and equipment	Total
	$'000	$'000	$'000
Cost			
At 1 January 2016	903	139	1,042
Disposal	(861)	(129)	(990)
Effect of movement in exchange rates	(42)	(10)	(52)
At 31 December 2016	–	–	–
Addition	–	12	12
At 31 December 2017	–	12	12
Accumulated depreciation			
At 1 January 2016	167	125	292
Depreciation charge for the year	10	1	11
Disposal	(169)	(121)	(290)
Effect of movement in exchange rates	(8)	(5)	(13)
At 31 December 2016	–	–	–
Depreciation charge for the year	–	1	1
At 31 December 2017	–	1	1
Carrying amounts			
At 1 January 2016	736	14	750
At 31 December 2016	–	–	–
At 31 December 2017	–	11	11

5 Goodwill

	Group	
	2017	2016
	$'000	$'000
Goodwill arising from acquisition of a subsidiary (Note 22)	61	–
Less: Impairment loss	(61)	–
	–	–

For the purposes of impairment testing, goodwill has been allocated to the Group's CGUs for Beijing Vast Universe Culture Communication Co., Ltd.

During the year, the Group assessed the carrying amount of the CGU for indicators of impairment. The recoverable amount of the CGU is determine based on value in use calculation. The value in use calculation is a discounted cash flow model using cash flow projections based on the most recent budgets and forecast by management covering 3 years. The discount rate of 9.4% applied is the weighted average cost of capital of the CGU. Based on the Group's assessment, the carrying amount of the goodwill was determined to be lower than its recoverable amount and an impairment loss of $61,000 (2016: Nil) was recognised.

6 Investment in subsidiaries

	Company 2017	Company 2016
	$'000	$'000
Equity investments at cost	40,000	30,000
Loan to a subsidiary (interest-free)	18,065	–
	58,065	30,000

The loan to a subsidiary is unsecured and settlement of these amount is neither planned nor likely to occur in the foreseeable future. As this amount is, in substance, a part of the Company's net investment in subsidiary, it is stated at cost less accumulated impairment loss. On 17 January 2018, this amount has been fully converted into share capital of the subsidiary.

Details of subsidiaries are as follows:

Name of subsidiaries	Country of incorporation	Principal activities	Effective equity held by the Group 2017	Effective equity held by the Group 2016
			%	%
The Place Yuntai Investment Pte. Ltd. (1)(7)	Singapore	Investment holding	100	–
Xinghuironghui (Tianjin) Equity Investment Partnership (Limited) ("Xinghuironghui") (2)(5)	People's Republic of China ("PRC")	Investment holding	99.99	99.99
Eucon Investment Holding Pte Ltd ("Eucon Investment")(4)(9)	Singapore	Investment holding	–	100
<u>Subsidiary of Xinghuironghui</u>				
Beijing Vast Universe Culture Communication Co., Ltd (3)(8)	PRC	Provision of media, advertising and event management services	99.99	–
<u>Subsidiaries of Eucon Investment</u>				
LGANG Optronics Technology Co., Ltd(6)(9)	Taiwan	Manufacturing of printed circuit boards ("PCB")	–	100
Shanghai Zeng Kang Electronic Co., Ltd(6)(9)	PRC	Provision of drilling and routing services to PCB manufacturers	–	100
Shanghai Yaolong Electronic Technology Co., Ltd(6)(9)	PRC	Provision of drilling and routing services to PCB manufacturers	–	100

6 Investment in subsidiaries (cont'd)

Name of subsidiaries	Country of incorporation	Principal activities	Effective equity held by the Group 2017	2016
			%	%
Shanghai Zhuo Kai and Electronic Technology Co., Ltd[(6)(9)]	PRC	Manufacturing of PCB provision of related processing services on outsourced PCBs to PCB manufacturers	–	100
Shanghai Eu Ya Electronic Technology Co., Ltd[(6)(9)]	PRC	Provision of laminating services on PCB	–	100
Shanghai Lian Han Xin Electronic Technology Co., Ltd[(6)(9)]	PRC	Provision of drilling and routing services to PCB manufacturers	–	100

(1) Audited by KPMG LLP Singapore

(2) Audited by KPMG LLP Singapore for consolidation purpose

(3) Audited by other member firm of KPMG International

(4) Audited by Deloitte & Touche Singapore

(5) Audited by Deloitte & Touche Singapore for consolidation purpose

(6) Audited by other member firm of Deloitte Touche Tohmatsu for consolidation purpose

(7) During the year, the Company incorporated The Place Yuntai Investment Pte. Ltd.. The cost of investment of $10,000,000 was satisfied by cash.

(8) The subsidiary was acquired by Xinghuironghui on 3 January 2017. Details on acquisition of the subsidiary are disclosed in Note 22.

(9) Disposed during the year. Refer to Note 9 for details of the disposal.

7 Trade and other receivables

	Group 2017	Group 2016	Company 2017	Company 2016
	$'000	$'000	$'000	$'000
Trade receivables	184	–	–	–
Amount due from a subsidiary (non-trade)	–	–	10	–
Loan to a third party	3,600	–	3,600	–
Interest receivables	162	–	148	–
Other receivables	6	–	4	–
	3,952	–	3,762	–

7 Trade and other receivables (cont'd)

Trade receivables as at year end is neither past due nor impaired.

Amount due from a subsidiary is unsecured, interest-free and repayable on demand. There is no allowance for impairment arising from the outstanding balance.

Loan to a third party is secured by corporate guarantee from a company controlled by directors of the Company, bears interest at 8% (2016: Nil) per annum and fully repayable in December 2018. There is no allowance for impairment arising from the outstanding balance.

The Group and the Company's exposure to credit and currency risks are disclosed in Note 21.

8 Cash and cash equivalents

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Cash and bank balances	38,942	46,047	6,182	15,504
Fixed deposits with financial institutions	49,542	–	26,777	–
Cash and cash equivalents in the statements of financial position	88,484	46,047	32,959	15,504
Cash and cash equivalents of subsidiary classified as held for sale (Note 9)	–	11,040	–	–
Cash and cash equivalents in the statement of cash flows	88,484	57,087	32,959	15,504

Fixed deposit with financial institutions of the Group and the Company bear interest at average rates ranging from 1.20% to 1.5% (2016: Nil) and 1.25% to 1.5% (2016: Nil) respectively per annum.

9 Assets and liabilities held for sale

On 30 December 2016, the Group entered into a share sale and purchase agreement with a non-executive director, Mr Wen Yao-Long ("Mr Wen") to dispose 100% of its equity interest in Eucon Investment at a consideration of $1. Accordingly, this subsidiary was presented as a discontinued operation as at 31 December 2016. No impairment loss had been made in relation to the discontinued operation. The disposal was completed on 3 January 2017.

9 Assets and liabilities held for sale (cont'd)

The major classes of assets and liabilities comprising the discontinued operation classified as held for sale are as follows:

	Note	2016
		$'000
Assets held for sale		
Property, plant and equipment	4	16,574
Land use rights		2,946
Inventories		7,134
Trade and other receivables		19,579
Structured deposits	(a)	5,203
Restricted cash	(b)	208
Cash and cash equivalents	8	11,040
Assets held for sale		62,684
Liabilities held for sale		
Borrowings		(18,054)
Retirement benefit obligation		(54)
Trade and other payables		(55,631)
Liabilities held for sale		(73,739)
Net liabilities of the discontinued operation		(11,055)

(a) Short-term structured deposits with banks bear interest at rates ranging from 0% to 3% per annum and typically have a maturity period of 30 to 365 days.

(b) Restricted cash pertains to bank deposit pledged to financial institutions for banker's guarantee. The deposits carried fixed interest rate at 0.35% per annum with maturity period of 12 months or less.

10 Share capital

Company	2017 Number of shares	2016 Number of shares	2017 Amount	2016 Amount
	'000	'000	$'000	$'000 (Restated)
Fully paid ordinary shares, with no par value:				
At 1 January	3,120,000	570,000	101,127	56,127
Issued during the year, net of transaction costs	2,426,759	2,500,000	42,808[1]	44,100[1]
Issue of shares for settlement of introducer fee	54,130	50,000	975[3]	900
Issue of share options, net of transaction costs	279,765	–	4,935[2]	–
At 31 December	5,880,654	3,120,000	149,845	101,127

10 Share capital (cont'd)

1 Net of transaction costs pertaining to introducer fee of $874,000 (2016: $900,000)

2 Net of transaction costs pertaining to introducer fee of $101,000 (2016: Nil)

3 Pertains to restatement of introducer fee previously recognised within profit or loss in prior year of $970,000 (refer to Note 25(b))

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

On 11 December 2015 and 29 June 2016, the Company entered into a share subscription agreement and a supplementary agreement (collectively, the "Share Subscription Agreements") respectively, with Oriental Straits Fund III ("Oriental") and Mr Wen. Pursuant to the Share Subscription Agreements, the following events occurred:

1) On 12 October 2016, the Tranche 1 share subscription was completed with the allotment and issue of 2,500,000,000 new shares of the Company to Oriental at the issue price of $0.018 per share for cash consideration of $45,000,000. Contemporaneously, 50,000,000 new shares of the Company were allotted and issued to a third party, Wellmont Investment Limited (the "Introducer"), who introduced Oriental to the Company as settlement of introducer fee for the Tranche 1 share subscription of $900,000.

2) On 4 July 2017, the Tranche 2 share subscription was completed with the allotment and issue of 2,426,759,333 new shares of the Company to Oriental at the issue price of $0.018 per share for cash consideration of $43,682,000. Contemporaneously, 48,535,186 new shares of the Company were allotted and issued as introducer shares to the Introducer by the Company as settlement of introducer fee for Tranche 2 share subscription of $874,000.

3) Following the completion of Tranche 1 and 2 share subscriptions, the Company granted Oriental the right to subscribe a maximum of 279,764,726 option shares at the issue price of $0.018 per share.

4) On 10 October 2017, the Company received a subscription request from Oriental to subscribe for the above-mentioned option shares. Accordingly, the Company allotted and issued 279,764,726 new shares to Oriental on 17 October 2017 at the issue price of $0.018 per share for cash consideration of $5,036,000. Contemporaneously, 5,595,294 new shares of the Company were allotted and issued to the Introducer by the Company as settlement of introducer fee on the option shares of $101,000.

11 Reserves

The reserves of the Group comprise the following balances:

	Group		Company	
	2017	2016	2017	2016
	$'000	$'000 (Restated)	$'000	$'000 (Restated)
Foreign currency translation reserve	1,917	(6,320)	1,869	1,869
Legal reserve	–	2,834	–	–
Statutory reserve	161	5,078	–	–
Other reserve	–	(16,472)	–	–
	2,078	(14,880)	1,869	1,869

Foreign currency translation reserve

The foreign currency translation reserve comprises foreign currency differences arising from the translation of the financial statements of foreign operations.

Legal reserve

In 2016, legal reserve of the Group represented 10% of the net profit of a subsidiary which was being appropriated as required under the legislation of its country of incorporation in Taiwan. Appropriation will cease only when the legal reserve is equivalent to the amount of authorised share capital in the subsidiary. The reserve may be used to offset the subsidiary's accumulated deficit but cannot be distributed as cash dividends; however, 50% of the reserve may be converted to share capital when it reaches an amount equal to one-half of the issued share capital upon approval by the subsidiary's shareholder. If the subsidiary has no earnings in any year and the reserve is in excess of 50% of the amount of issued share capital, the excess can be used to distribute cash dividends. The subsidiary was disposed on 3 January 2017.

Statutory reserve

In accordance with the Foreign Enterprise Law applicable to the subsidiaries incorporated in the PRC, the subsidiaries are required to make appropriation to a statutory reserve. In the PRC, at least 10% of the statutory profits after tax as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the statutory reserve until the cumulative total of the statutory reserves reach 50% of the subsidiaries' registered capital. Subject to approval from the relevant PRC authorities, the statutory reserve may be used to offset any accumulated losses or increase the registered capital of the subsidiaries. The statutory reserves in PRC are not available for dividend distribution to shareholders.

Other reserve

In 2016, other reserve comprises equity reserve that represents the effects of changes in ownership interests in subsidiaries when there is no change in control. The subsidiaries were disposed on 3 January 2017.

12 Trade and other payables

	Group		Company	
	2017	2016	2017	2016
	$'000	$'000	$'000	$'000
Trade payables	35	–	–	–
Non-trade amount due to a subsidiary	–	–	3,600	–
Accrued operating expenses	291	–	291	–
Other payables	129	391	41	389
	455	391	3,932	389

The non-trade amount due to a subsidiary is unsecured, interest-free and repayable on demand.

The Group and the Company's exposure to currency and liquidity risks related to trade and other payables are disclosed in Note 21.

13 Revenue

	Continuing operations		Discontinued operations		Total	
Group	2017	2016	2017	2016	2017	2016
	$'000	$'000	$'000	$'000	$'000	$'000
Sale of goods	–	–	–	46,651	–	46,651
Media and event management fees	1,886	–	–	–	1,886	–
Fees for securing sponsorship for customers	558	–	–	–	558	–
	2,444	–	–	46,651	2,444	46,651

14 Other income

	Continuing operations		Discontinued operations		Total	
Group	2017	2016	2017	2016	2017	2016
	$'000	$'000	$'000	$'000	$'000	$'000
Gain on disposal of discontinued operations	2,339	–	–	–	2,339	–
Gain on disposal of property, plant and equipment	–	–	–	70	–	70
Others	1	–	–	91	1	91
	2,340	–	–	161	2,340	161

15 Net finance costs

Group	Continuing operations 2017	Continuing operations 2016	Discontinued operations 2017	Discontinued operations 2016	Total 2017	Total 2016
	$'000	$'000	$'000	$'000	$'000	$'000
Finance income						
Change in fair value of financial derivatives	–	–	–	162	–	162
Interest income	461	14	–	15	461	29
Net foreign exchange gain	–	(351)	–	889	–	538
	461	(337)	–	1,066	461	729
Finance costs						
Interest expense	–	–	–	(1,101)	–	(1,101)
Net foreign exchange loss	(2,825)	–	–	–	(2,825)	–
	(2,825)	–	–	(1,101)	(2,825)	(1,101)
Net finance costs	(2,364)	(337)	–	(35)	(2,364)	(372)

16 Profit/(Loss) before tax

Group	Continuing operations 2017	Continuing operations 2016	Discontinued operations 2017	Discontinued operations 2016	Total 2017	Total 2016
	$'000	$'000	$'000	$'000	$'000	$'000
Amortisation of land use rights	–	–	–	74	–	74
Audit fees paid to:						
- Auditors of the Company	138	105	–	–	138	105
- Other auditors	33	–	–	186	33	186
Non-audit fees paid to:						
- Auditors of the Company	2	2	–	–	2	2
- Other auditors	–	–	–	13	–	13
Depreciation of property, plant and equipment	1	18	–	1,789	1	1,807
Director fees	130	130	–	–	130	130
Impairment loss on trade receivables	–	–	–	255	–	255
Impairment of goodwill	61	–	–	–	61	–
Professional and legal fee	238	816	–	–	238	816
Reversal of inventory write-down to net realisable value	–	–	–	(120)	–	(120)
Operating lease expenses	25	9	–	106	25	115

16 Profit/(Loss) before tax (cont'd)

Group	Continuing operations 2017	Continuing operations 2016	Discontinued operations 2017	Discontinued operations 2016	Total 2017	Total 2016
	$'000	$'000	$'000	$'000	$'000	$'000
Employee benefits expense						
Salaries, bonuses and other costs	239	405	–	10,184	239	10,589
Contributions to defined contribution plans	31	20	–	62	31	82
Defined benefit obligations	–	–	–	1	–	1
	270	425	–	10,247	270	10,672

17 Tax expense

	Continuing operations 2017	Continuing operations 2016	Discontinued operations 2017	Discontinued operations 2016	Total 2017	Total 2016
	$'000	$'000	$'000	$'000	$'000	$'000
Tax recognised in profit or loss						
Current tax expense						
Current year	453	–	–	(3)	453	(3)
Deferred tax expense						
Under provision in prior year	–	–	–	33	–	33
Total tax expense	453	–	–	30	453	30

	Group 2017	Group 2016
	$'000	$'000 (Restated)
Reconciliation of effective tax rate		
Profit/(Loss) before tax	723	(7,840)
Tax using the Singapore tax rate of 17%	123	(1,333)
Effect of tax rates in foreign jurisdictions	146	(414)
Non-deductible expenses	184	1,744
Under provision in prior year	–	33
	453	30

The Group is subject to income tax on an individual legal entity basis on profits arising in or derived from the tax jurisdictions in which companies comprising the Group domicile or operate.

17 Tax expense (cont'd)

The provision for PRC current income tax is based on a statutory income tax rate of 25% of the assessable income of the individual legal entity as determined in accordance with the relevant income tax rules and regulations of the PRC.

Unrecognised deferred tax liabilities

As at reporting date, deferred tax liabilities have not been recognised in respect of taxes that would be payable on the distributed earnings of certain overseas subsidiaries of $1,534,000 (2016: Nil) as the Group do not have plans to distribute these earnings in the foreseeable future.

18 Discontinued operations

Following the completion of sale of Eucon Investment on 3 January 2017, the foreign currency translation differences relating to financial statements of Eucon Investment amounting to $8,716,000 was reclassified to profit or loss. The reserves relating to Eucon Investment of $8,560,000 were transferred within equity to retained earnings, upon disposal.

	Group	
	2017	2016
	$'000	$'000
Results of discontinued operations		
Revenue	–	46,651
Costs of sales	–	(42,778)
Gross profit	–	3,873
Other income	–	161
Administrative expenses	–	(7,780)
Other expenses	–	(2,093)
Results from operating activities	–	(5,839)
Net finance costs	–	(35)
Loss before tax	–	(5,874)
Tax expense	–	(30)
Results from operating activities	–	(5,904)
Gain on disposal of a foreign subsidiary	2,339#	–
Profit/(Loss) from discontinued operations	2,339	(5,904)
Profit/(Loss) attributable to		
Owners of the Company	2,339	(4,531)
Non-controlling interests	–	(1,373)
	2,339	(5,904)
Cash flow from discontinued operations		
Net cash used in operating activities	–	(10,062)
Net cash (used in)/from investing activities	(11,040)	11,598
Net cash from financing activities	–	3,708
Net cash flows (used in)/from discontinued operations for the year	(11,040)	5,244

18 Discontinued operations (cont'd)

Effect of disposal on the financial position of the Group:

	2017
	$'000
Property, plant and equipment	16,574
Land use rights	2,946
Inventories	7,134
Trade and other receivables	19,579
Structured deposits	5,203
Cash and cash equivalents	11,040
Restricted cash	208
Borrowings	(18,054)
Retirement benefit obligation	(54)
Trade and other payables	(55,631)
Net liabilities of discontinued operations	(11,055)
Consideration received, satisfied in cash	–*
Cash and cash equivalents disposed of	(11,040)
Net cash outflow on disposal of discontinued operations	(11,040)

Includes foreign currency translation gains relating to discontinued operations of $8,716,000 which was transferred to profit or loss on disposal.

* Cash consideration of $1 was received.

19 Earnings/(Loss) per share

The calculation of basic and dilutive earnings per share at 31 December 2017 was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

Profit/(Loss) attributable to ordinary shareholders:

Group	Continuing operations	Discontinued operations	Total
	$'000	$'000	$'000
2017			
Profit attributable to ordinary shareholders	270	–	270
2016 (Restated)			
Loss attributable to ordinary shareholders	(1,966)	(4,531)	(6,497)

19 Earnings/(Loss) per share (cont'd)

Weighted average number of ordinary shares (basic):

Group	Number of shares 2017 '000	2016 '000
Issued shares at 1 January	3,120,000	570,000
Effect of shares issued	1,237,647	637,500
Effect of option shares issued	71,340	–
Weighted-average number of ordinary shares during the year	4,428,987	1,207,500

Weighted average number of ordinary shares (diluted):

Group	Number of shares 2017 '000	2016 '000
Weighted-average number of ordinary shares (basic)	4,428,987	1,207,500
Effect of option shares on issue	80,480	–
Weighted-average number of ordinary shares during the year (diluted)	4,509,467	1,207,500

20 Related parties

Other than disclosed elsewhere in the financial statements, there were the following significant related party transactions which were carried out on terms agreed between the parties as follows:

Group	2017 $'000	2016 $'000
A company which is controlled by a director of the Company		
Media and event management fees	1,359	–
A company in which a key management personnel of the Company has substantial financial interest		
Fees for securing sponsorship for customers	558	–

20 Related parties (cont'd)

Transactions with key management personnel

Key management personnel compensation comprised:

Group	2017	2016
	$'000	$'000
Salaries, bonuses and other costs	348	818
Contribution to defined contribution plans	26	26
	374	844

21 Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risks, and the Group's management of capital. There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk.

Risk management framework

The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually reviews that the Group's risk management process reflect changes in market conditions and the Group's activities.

The Board of Directors oversees how management monitors compliance with the Group's risk management policies and procedures.

Credit risk

Credit risk is the risk of financial loss to the Group resulting from the failure of a customer or counterparty to meets its contractual obligations, and arises principally from the Group's receivables from customers and cash placed with financial institutions.

Financial transactions are restricted to counterparties that meet appropriate credit criteria that are approved by the Group and are reviewed on a regular basis. In respect of trade and other receivables, the Group has guidelines governing the process of granting credit and outstanding balances are monitored on an going basis.

Trade and other receivables that are neither past due nor impaired at the reporting date are assessed to be of good credit quality.

21 Financial risk management (cont'd)

Credit risk (cont'd)

At the reporting date, the Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of trade and other receivables represents the maximum credit exposure.

Cash and cash equivalents

At the reporting date, the Group and Company held cash and cash equivalents of $88,484,000 (2016: $46,047,000), and $32,959,000 (2016: $15,504,000) respectively which represents its maximum exposure on these assets. The cash and cash equivalents held with bank and financial institution which are regulated.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a reasonable period.

The following are the expected contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

		Cash flows	
	Carrying amount	**Contractual cash flows**	**Within 1 year**
	$'000	**$'000**	**$'000**
Group			
2017			
Non-derivative financial liabilities			
Trade and other payables	455	(455)	(455)
2016			
Non-derivative financial liabilities			
Trade and other payables	391	(391)	(391)
Company			
2017			
Non-derivative financial liabilities			
Trade and other payables	3,932	(3,932)	(3,932)
2016			
Non-derivative financial liabilities			
Trade and other payables	389	(389)	(389)

21 Financial risk management (cont'd)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign currency risk

The Group incurs foreign currency risk on transactions that are denominated in currencies other than Singapore dollars. The Group also has subsidiaries located in PRC which have adopted Chinese Renminbi (RMB) as the functional currency. Other than the functional currency of the Group's subsidiaries, the foreign currency which the Group has exposure to at the reporting date is the US Dollar (USD). Exposures to currency risk are monitored on an ongoing basis.

Exposure to currency risk

The exposure of the Group and the Company to foreign currencies (financial assets and liabilities not denominated in the respective entities' functional currencies) as at reporting date in Singapore dollars equivalent amounts are as follows:

	USD
	$'000
Group	
2017	
Trade and other receivables	162
Cash and cash equivalents	52,189
Net exposure	52,351
2016	
Cash and cash equivalents	29,668
Company	
2017	
Trade and other receivables	149
Cash and cash equivalents	28,222
Net exposure	28,371
2016	
Cash and cash equivalents	15,408

21 Financial risk management (cont'd)

Foreign currency risk (cont'd)

Sensitivity analysis

A 10% strengthening of Singapore dollars against the following currencies at the reporting date would increase/(decrease) profit or (loss) before any tax effects by the amounts shown below. There is no impact on equity. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Group Profit or (Loss)	Company Profit or (Loss)
	$'000	$'000
31 December 2017		
USD	(5,235)	(2,837)
31 December 2016		
USD	(2,967)	(1,541)

A 10% weakening of Singapore dollars against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's deposits with banks. The Group does not hedge against this risk exposure.

Exposure to interest rate risk

At the reporting date, the interest rate profile of the interest-generating financial instruments are as follows:

	Group		Company	
	2017	2016	2017	2016
	$'000	$'000	$'000	$'000
Fixed rate instruments				
Cash and cash equivalents	49,542	–	26,777	–

21 Financial risk management (cont'd)

Interest rate risk (cont'd)

Exposure to interest rate risk (cont'd)

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Variable rate instruments				
Cash and cash equivalents	38,942	46,047	6,182	15,504

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets at fair value through profit or loss. Therefore, in respect of the fixed rate instruments, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points ("bp") in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed for the same basis for 2016.

	Group		Company	
	100bp increase	**100bp decrease**	**100bp increase**	**100bp decrease**
	$'000	**$'000**	**$'000**	**$'000**
2017				
Cash and cash equivalents	389	(389)	62	(62)
2016				
Cash and cash equivalents	460	(460)	155	(155)

Capital management policy

In managing the capital of the Group, the Board aims to maintain a capital structure which balances the need to maximise the rate of return on capital and at the same time safeguard the Group's ability to continue as a going concern in the long term, maintain investors, creditors and market confidence, and sustain future development of the business.

The Group defines capital as share capital and reserves.

The Group manages the level of capital in proportion to risk and future business development requirements while balancing the need to maximise the return on capital. The Group does not stipulate the desired level of capital. It monitors and manages its capital structure on an ongoing basis and makes adjustments to it in light of changes in economic conditions, risk characteristics of the underlying assets and performance of the Group.

21 Financial risk management (cont'd)

Capital management policy (cont'd)

As part of the capital management process, the Group may adjust its level of dividends, issue new shares and/or return capital to shareholders, where appropriate. The Board takes into consideration the cash position and capital requirements of the Group when determining the level of dividends to pay shareholders.

There was no change to the Group's approach to capital management during the year.

The Group is not subject to any externally imposed capital requirement except for the statutory reserve of the subsidiaries of the Group as disclosed in Note 11. This externally imposed capital requirement had been complied with by the subsidiary for the financial year ended 31 December 2017.

Accounting classifications and fair values

The carrying amounts and fair values of financial assets and financial liabilities are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying amount		
	Note	**Loans and receivables $'000**	**Other financial liabilities $'000**	**Total $'000**
Group				
2017				
Financial assets not measured at fair value				
Trade and other receivables	7	3,952	–	3,952
Cash and cash equivalents	8	88,484	–	88,484
		92,436	–	92,436
Financial liabilities not measured at fair value				
Trade and other payables	12	–	(455)	(455)
2016				
Financial assets not measured at fair value				
Cash and cash equivalents	8	46,407	–	46,407
Financial liabilities not measured at fair value				
Trade and other payables	12	–	(391)	(391)

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

Accounting classifications and fair values (cont'd)

	Note	Carrying amount		
		Loans and receivables $'000	Other financial liabilities $'000	Total $'000
Company				
2017				
Financial assets not measured at fair value				
Trade and other receivables	7	3,762	–	3,762
Cash and cash equivalents	8	32,959	–	32,959
		36,721	–	36,721
Financial liabilities not measured at fair value				
Trade and other payables	12	–	(3,932)	(3,932)
2016				
Financial assets not measured at fair value				
Cash and cash equivalents	8	15,504	–	15,504
Financial liabilities not measured at fair value				
Trade and other payables	12	–	(389)	(389)

Determination of fair values

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents, and trade and other payables) are assumed to approximate their fair values due to the short-period to maturity.

22 Acquisition of a subsidiary

The primary reason for the Group's acquisition of the subsidiary is to diversify its core business into the media business. At the time of acquisition, the Group considers whether the acquisition represents the acquisition of a business or the acquisition of an asset. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired. Typically, the Group assesses the acquisition as a purchase of business when the strategic management function and the associated processes were purchased along with the underlying assets and liabilities.

On 3 January 2017, the Group acquired 99.99% equity interests in Beijing Vast Universe Culture Communication Co., Ltd. at a consideration of $498,000. The consideration for the acquisition was satisfied in cash.

For the 12 months ended 31 December 2017, Beijing Vast Universe Culture Communication Co., Ltd. contributed revenue of $2,444,000 and net profit after tax of $1,378,000 to the Group's results.

Identifiable assets acquired and liabilities assumed

The cash flow and the net assets of the subsidiary acquired at the date of acquisition are as follows:

	Note	**2017**
		$'000
Property, plant and equipment	4	1
Trade receivables		51
Cash and cash equivalents		492
Other payables		(33)
Current tax liabilities		(74)
Net assets		437
Less: Non-controlling interests		–*
Net assets acquired		437
Goodwill on acquisition of a subsidiary	5	61
Total purchase consideration		498
Purchase consideration satisfied in cash		(498)
Cash and cash equivalents acquired		492
Net cash outflow on acquisition		(6)

* Less than $1,000

23 Commitments

(a) Operating lease rental payable

As at the end of reporting period, the Group have outstanding commitment under non-cancellable operating lease as follows:

	2017 $'000	2016 $'000
Group		
Within 1 year	59	91
After 1 year but within 5 years	41	30
	100	121

(b) Capital commitments

On 8 November 2017, the Group entered into a subscription agreement with Jingneng Tianjie Yuntaishan Investment Co., Ltd to subscribe for 80% of the enlarged registered capital of Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd. at the subscription amount of US$20,530,000 (equivalent to $27,218,000).

24 Segment information

For purpose of management reporting, the group is organised into two major reportable segments – media and event management services, and PCB production and related processing services and, mechanical drilling and routing services (collectively, "PCB operations"). The PCB operations were disposed on 3 January 2017. The segments are the basis on which the Group reports to its CODM for the purposes of resource allocation and assessment of segment performance.

(a) Analysis by Reportable Segment

Segment revenue and expense are revenue and expense reported in the group's profit or loss that are directly attributable to a segment or can be allocated on a reasonable basis to a segment. There are no revenue arising from transactions between reportable segments.

Segment assets and liabilities comprises items that are directly attributable to a reportable segment in its operating activities or can be allocated to the reportable segment on a reasonable basis. Segment assets and liabilities are presented net of inter-segment balances.

Information regarding the group's reportable segments prepared based on measurement principles of FRS is presented below.

24 Segment information (cont'd)

(a) Analysis by Reportable Segment (cont'd)

	Continuing Operations						Discontinued Operations			
	Media and event management services		Others		Total		PCB operations		Total	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
	$'000	$'000	$'000	$'000 (Restated)	$'000	$'000 (Restated)	$'000	$'000	$'000	$'000 (Restated)
Revenue and expenses										
(by business segments)										
Segment revenue										
Segment revenue to related parties	1,917	–	–	–	1,917	–	–	–	1,917	–
Segment revenue to external parties	527	–	–	–	527	–	–	46,651	527	46,651
	2,444	–	–	–	2,444	–	–	46,651	2,444	46,651
Segment results	1,773	–	–	–	1,773	–	–	(5,981)	1,773	(5,981)
Other income	–	–	2,340	–	2,340	–	–	161	2,340	161
Unallocated corporate expenses	–	–	(1,026)	(1,629)	(1,026)	(1,629)	–	(19)	(1,026)	(1,648)
Net finance income/(costs)	58	–	(2,422)	(337)	(2,364)	(337)	–	(35)	(2,364)	(372)
(Loss)/Profit before tax	1,831	–	(1,108)	(1,966)	723	(1,966)	–	(5,874)	723	(7,840)
Income tax expense	(453)	–	–	–	(453)	–	–	(30)	(453)	(30)
Net profit/(loss) attributable to the group	1,378	–	(1,108)	(1,966)	270	(1,966)	–	(5,904)	270	(7,870)
Assets and liabilities										
Segment assets	9,848	–	–	–	9,848	–	–	62,684	9,848	62,684
Unallocated corporate assets	–	–	82,600	46,047	82,600	46,047	–	–	82,600	46,047
Consolidated total assets	9,848	–	82,600	46,047	92,448	46,047	–	62,684	92,448	108,731

24 Segment information (cont'd)

(a) Analysis by Reportable Segment (cont'd)

	Continuing Operations						Discontinued Operations			
	Media and event management services		Others		Total		PCB operations		Total	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
	$'000	$'000	$'000	$'000 (Restated)	$'000	$'000 (Restated)	$'000	$'000	$'000	$'000 (Restated)
Segment liabilities	251	–	–	–	251	–	–	73,739	251	73,739
Unallocated corporate liabilities	–	–	371	391	371	391	–	–	371	391
Consolidated total liabilities	251	–	371	391	622	391	–	73,739	622	74,130
Additions to property, plant and equipment	–	–	12	–	12	–	–	2,047	12	2,047
Amortisation of land use rights	–	–	–	–	–	–	–	74	–	74
Depreciation of property, plant and equipment	–	–	1	18	1	18	–	1,789	1	1,807
Gain on disposal of discontinued operations	–	–	(2,339)	–	(2,339)	–	–	–	(2,339)	–
Gain on disposal of property, plant and equipment	–	–	–	–	–	–	–	(70)	–	(70)
Impairment loss on trade receivables	–	–	–	–	–	–	–	255	–	255
Impairment of goodwill	61	–	–	–	61	–	–	–	61	–
Interest expense	–	–	–	–	–	–	–	(1,101)	–	(1,101)
Interest income	(58)	–	(403)	(14)	(461)	(14)	–	(15)	(461)	(29)
Net foreign exchange loss/(gain)	2,825	351	–	–	2,825	351	–	(889)	2,825	(538)
Reversal of inventories write-down to net realisable value	–	–	–	–	–	–	–	(120)	–	(120)

Segment profit represents the profit earned by each segment without allocation of central administration costs and directors' remuneration. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

24 Segment information (cont'd)

(b) Analysis by Geographical Information

Segment revenue is analysed based on the location of customers.

Total revenue and non-current assets are analysed based on the location of those assets.

Revenue and non-current assets
(by geographical segments)

	PRC		Taiwan		Singapore		Total	
	2017	**2016**	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Segment revenue	2,444	34,027	–	12,624	–	–	2,444	46,651
Segment non-current assets	1	–	–	–	11	–	12	–

Information about major customers

Included in revenues from media and event management services are revenues of approximately $1,917,000 which arose from services rendered to the Group's two largest customers. In 2016, included in revenues of the PCB operations are revenues of approximately $9,785,000 and $8,208,000 which arose from sales to the Group's two largest customers.

25 Restatements and comparative figures

The financial statements for the year ended 31 December 2016 were audited by another auditor who expressed an unqualified opinion on the financial statements on 28 March 2017.

During the year, the following adjustments were made to the comparative financial statements as at and for the year ended 31 December 2016 to appropriately reflect the substance of the transactions as set out below:

(a) Capitalisation of introducer fee for Tranche 1 share subscription of $900,000 within share capital as it is an incremental cost which is directly attributable to the allotment and issue of the new share subscription. The corresponding expense is reversed from profit or loss for the year ended 31 December 2016.

(b) Reversal of introducer fees for Tranche 2 and option share subscriptions of $970,000 in aggregate which was previously recognised in profit or loss for the year ended 31 December 2016. Pursuant to the Share Subscription Agreements, Tranche 2 share subscription shall be completed on or after 7 April 2017, after which, the Company shall grant Oriental the right to subscribe for option shares. Contemporaneously, introducer shares pertaining to Tranche 2 and option shares subscriptions respectively shall be issued. As such, during the previous financial year, the Company was not liable for introducer fees in relation to Tranche 2 and option share subscriptions.

25 Restatements and comparative figures (cont'd)

(c) Reversal of capital reserve representing introducer fee payable of $970,000 as the Company was not liable for such fees (see (b) above).

(d) Reversal of option share reserve of $1,740,000 which represented the value of the option to subscribe for options shares and was previously recognised within capital reserve. Pursuant to the Share Subscription Agreements, the right to subscribe for option shares is to be granted on completion of Tranche 1 and 2 share subscriptions, and therefore, the amount should not be recognised as at 31 December 2016.

(e) Increase in share capital by $1,740,000 as management has previously allocated this portion of the consideration received from Oriental in connection with Tranche 1 share subscription as cash consideration for the option to subscribe for option shares. In view that such option was not granted as at 31 December 2016 (see (d) above), the allocation against share capital should be reversed.

The restatements are as follows:

	As previously stated	Adjustment	As restated
	$'000	$'000	$'000
2016			
Group			
Consolidated statement of financial position			
Share capital (Note 25(a) and (e))	100,287	840	101,127
Reserves (Note 25(c) and (d))	(12,170)	(2,710)	(14,880)
Accumulated losses (Note 25(a) and (b))	(53,516)	1,870	(51,646)
Consolidated statement of profit or loss and comprehensive income			
Other expenses (Note 25(a) and (b))	(1,879)	1,870	(9)
Loss from continuing operations	(3,836)	1,870	(1,966)
Loss for the year	(9,740)	1,870	(7,870)
Total comprehensive loss for the year	(8,527)	1,870	(6,657)
Consolidated statement of changes in equity			
Share capital	100,287	840	101,127
Capital reserve	2,710	(2,710)	–
Accumulated losses	(53,516)	1,870	(51,646)
Company			
Statement of financial position			
Share capital (Note 25 (a) and (e))	100,287	840	101,127
Reserves (Note 25 (c) and (d))	4,579	(2,710)	1,869
Accumulated losses (Note 25 (a) and (b))	(59,751)	1,870	(57,881)

26 Subsequent events

On 17 January 2018, the Company further increased the issued and paid-up share capital of The Place Yuntai Investments Pte. Ltd. from $10,000,000 to $28,065,000 by the allotment and issue of 18,065,135 ordinary shares to the Company for a cash consideration of $18,065,000.

27 Full convergence with Singapore Financial Reporting Standards (International) (SFRS(I)) and Adoption of New Accounting Standards

In December 2017, the Accounting Standards Council (ASC) issued the Singapore Financial Reporting Standards (International) (SFRS(I)). Singapore-incorporated companies that have issued, or are in the process of issuing, equity or debt instruments for trading in a public market in Singapore, will apply SFRS(I) with effect from annual periods beginning on or after 1 January 2018.

The Group's financial statements for the financial year ending 31 December 2018 will be prepared in accordance with SFRS(I). As a result, this will be the last set of financial statements prepared under the current FRS.

In adopting the new framework, the Group will be required to apply the specific transition requirements in SFRS(I) 1 *First-time Adoption of International Financial Reporting Standards*.

In addition to the adoption of the new framework, the following new SFRS(I)s, amendments to and interpretations of SFRS(I) are effective from the same date.

- SFRS(I) 15 *Revenue from Contracts with Customers* and Amendments to SFRS(I) 15 *Clarifications to SFRS(I) 15*;
- SFRS(I) 9 *Financial Instruments*;
- *Classification and Measurement of Share-based Payment Transactions* (Amendments to SFRS(I) 2);
- *Transfers of Investment Property* (Amendments to IAS 40);
- *Deletion of short-term exemptions for first-time adopters* (Amendments to SFRS(I) 1);
- *Measuring an Associate or Joint Venture at Fair Value* (Amendments to IAS 28);
- *Applying SFRS(I) 9 Financial Instruments with SFRS(I) 4 Insurance Contracts* (Amendments to SFRS(I) 4); and
- IFRIC 22 *Foreign Currency Transactions and Advance Consideration*.

The Group and the Company have performed an assessment and do not expect that the adoption of the above standards and interpretations to have a significant impact on the financial statements in the year of initial application except for SFRS(I) 1.

Summary of quantitative impact

The Group is currently finalising the transition adjustments. The following reconciliations provide an estimate of the expected impacts on initial application of SFRS(I) 1, SFRS(I) 15 and SFRS(I) 9 on the Group's and the Company's financial position as at 31 December 2017 and 1 January 2018 and the Group's profit or loss and other comprehensive income for the year ended 31 December 2017.

27 Full convergence with Singapore Financial Reporting Standards (International) (SFRS(I)) and Adoption of New Accounting Standards (cont'd)

Consolidated statement of financial position

		31 December 2017				1 January 2018	
	Note	Current framework	SFRS(I) 1	SFRS(I) 15	SFRS(I) framework	SFRS(I) 9	SFRS(I) framework
		$'000	$'000	$'000	$'000	$'000	$'000
Non-current assets							
Property, plant and equipment		12	–	–	12	–	12
Current assets							
Trade and other receivables		3,952	–	–	3,952	–	3,952
Cash and cash equivalents		88,484	–	–	88,484	–	88,484
Current assets		92,436	–	–	92,436	–	92,436
Total assets		92,448	–	–	92,448	–	92,448
Equity							
Share capital		149,845	–	–	149,845	–	149,845
Reserves	(i)	2,078	(2,396)^	–	(318)	–	(318)
Accumulated losses	(i)	(60,097)	2,396^	–	(57,701)	–	(57,701)
Non-controlling interests		–*	–	–	–*	–	–*
Total equity		91,826	–	–	91,826	–	91,826
Current liabilities							
Other payables		455	–	–	455	–	455
Current tax liabilities		167	–	–	167	–	167
Current liabilities		622	–	–	622	–	622
Total equity and liabilities		92,448	–	–	92,448	–	92,448

* Less than $1,000

^ Relates to cumulative FCTR as at 1 January 2017 of $6,320,000 and after deducting FCTR relating to discontinued operations of $8,716,000 (see Note 18)

27 Full convergence with Singapore Financial Reporting Standards (International) (SFRS(I)) and Adoption of New Accounting Standards (cont'd)

Consolidated statement of profit or loss

	Note	Year ended 31 December 2017			
		Current framework	SFRS(I) 1	SFRS(I) 15	SFRS(I) framework
		$'000	$'000	$'000	$'000
Continuing operations					
Revenue		2,444	–	–	2,444
Other income	(i)	2,340	8,716	–	11,056
Cost of sales		(566)	–	–	(566)
Administrative expenses		(1,070)	–	–	(1,070)
Other expenses		(61)	–	–	(61)
Results from operating activities		3,087	8,716	–	11,803
Net finance costs		(2,364)	–	–	(2,364)
Profit before tax		723	8,716	–	9,439
Tax expense		(453)	–	–	(453)
Profit from continuing operations		270	8,716	–	8,986
Profit attributable to:					
Owners of the Company		270	8,716	–	8,986
Non-controlling interests		–*	–	–	–*
Profit for the year		270	8,716	–	8,986

* Less than $1,000

SFRS(I) 1

When the Group adopts SFRS(I) in 2018, the Group will apply SFRS(I) 1 with 1 January 2017 as the date of transition for the Group and the Company. SFRS(I) 1 generally requires that the Group applies SFRS(I) on a retrospective basis, as if such accounting policy had always been applied. If there are changes to accounting policies arising from new or amended standards effective in 2018, restatement of comparatives may be required because SFRS(I) 1 requires both the opening balance sheet and comparative information to be prepared using the most current accounting policies. SFRS(I) 1 provides mandatory exceptions and optional exemptions from retrospective application, but these are often different from those specific transition provisions in individual FRSs applied to FRS financial statements. Except as described below, the Group does not expect the application of the mandatory exceptions and the optional exemptions in SFRS(I) 1 to have any significant impact on the financial statements.

27 Full convergence with Singapore Financial Reporting Standards (International) (SFRS(I)) and Adoption of New Accounting Standards (cont'd)

SFRS(I) 1 (cont'd)

(i) Foreign currency translation reserve (FCTR)

The Group considers that restating FCTR to comply with current IAS 21 *The Effects of Changes in Foreign Exchange Rates* may not be practicable as certain acquisitions and disposals were transacted at dates that preceded the statutory record keeping periods.

The Group plans to elect the optional exemption in SFRS(I) 1 to reset its cumulative FCTR for all foreign operations to nil at the date of transition, and reclassify the cumulative FCTR of $6,320,000 as at 1 January 2017 determined in accordance with FRS at that date to retained earnings. After the date of transition, any gain or loss on disposal of any foreign operations will exclude translation differences that arose before the date of transition.

The Group expects the cumulative FCTR to decrease by $6,320,000 and accumulated losses to decrease by the same amount as at 1 January 2017. For the year ended 31 December 2017, the Group expects the gain on disposal of discontinued operations recognised as "other income" to increase by $8,717,000 and OCI to increase by the same amount.

SFRS(I) 15

SFRS(I) 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It also introduces new cost guidance which requires certain costs of obtaining and fulfilling contracts to be recognised as separate assets when specified criteria are met.

The Group has performed a preliminary impact assessment of adopting SFRS(I) 15 based on currently available information and the Group does not expect the adoption of SFRS(I) 15 to have any significant impact on the financial statements.

This assessment may be subject to change arising from ongoing analysis, until the Group adopts SFRS(I) 15 in 2018.

SFRS(I) 9

SFRS(I) 9 introduces new requirements for classification and measurement of financial assets and impairment of financial asset, and is effective for annual periods beginning on or after 1 January 2018. Overall, the Group does not expect a significant change to the measurement basis arising from adopting the new classification and measurement model under SFRS(I) 9. Loans and receivables currently accounted for at amortised cost will continue to be accounted for using amortised cost model under SFRS(I) 9. The impairment requirements in SFRS(I) 9 are based on an expected credit loss model and replace the FRS 39 incurred loss model.

The Group plans to adopt the new standard on the required effective date without restating prior periods' information and recognises any difference between the previous carrying amount and the carrying amount at the beginning of the annual reporting period at the date of initial application in the opening retained earnings.

The Group has performed a preliminary impact assessment of adopting SFRS(I) 9 based on currently available information and the Group does not expect the adoption of SFRS(I) 9 to have any significant impact on the financial statements.

27 Full convergence with Singapore Financial Reporting Standards (International) (SFRS(I)) and Adoption of New Accounting Standards (cont'd)

SFRS(I) 9 (cont'd)

Impairment

SFRS(I) 9 requires the Group to record expected credit losses on all of its loans, cash at bank and trade receivables, either on a 12-month or lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses on all loans and trade receivables. The Group does not expect the impairment calculated using the expected credit loss model to have a significant impact on the financial statements.

SFRS(I) 16

SFRS(I) 16 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemptions for lessees – leases of 'low value' assets and short-term leases. The new leases standard is effective for annual periods beginning on or after 1 January 2019.

The Group has performed a preliminary impact assessment of the adoption of SFRS(I) 16 and it has approximately $100,000 of undiscounted leases commitments as of 31 December 2017. The Group expects that the adoption of SFRS(I) 16 will result in increase in total assets, total liabilities, earnings before interest, tax, depreciation and amortisation and gearing ratio.

The Group plans to adopt the new standard on the required effective date by applying SFRS(I) 16 retrospectively using the modified retrospective approach as an adjustment to the opening balance of retained earnings as at 1 January 2019.

The Group is currently in the process of analysing the transitional approaches and practical expedients to be elected on transition to SFRS(I) 16 and assessing the possible impact of adoption.

STATISTICS OF SHAREHOLDINGS

As at 12 March 2018

SHARE CAPITAL

Number of Issued Shares	:	5,880,654,539
Number of Issued Shares (excluding Treasury Shares and Subsidiary Holdings[1])	:	5,880,654,539
Number of Treasury Shares	:	0
Number of Subsidiary Holdings	:	0
Percentage of Treasury Shares and Subsidiary Holdings	:	0.00%[2]
Class of Shares	:	Ordinary Shares
Voting Rights (excluding Treasury Shares and Subsidiary Holdings)	:	One vote per share

Notes:

(1) "Subsidiary Holdings" means any Issued Shares of the Company held by its subsidiaries (as referred to in the Companies Act, Chapter 50 of Singapore).

(2) Percentage calculated against the number of Issued Shares (excluding Treasury Shares and Subsidiary Holdings).

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	2	0.08	89	0.00
100 - 1,000	254	10.08	140,179	0.00
1,001 - 10,000	1,006	39.94	4,859,660	0.08
10,001 - 1,000,000	1,207	47.92	126,669,283	2.16
1,000,001 AND ABOVE	50	1.98	5,748,985,328	97.76
TOTAL	**2,519**	**100.00**	**5,880,654,539**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	4,929,548,533	83.83
2	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	302,530,825	5.14
3	SUNNY WORLDWIDE INTERNATIONAL LTD	108,362,000	1.84
4	CHIEN WAN HSIN	59,550,000	1.01
5	YEO KAN YEN	57,662,562	0.98
6	UOB KAY HIAN PRIVATE LIMITED	49,351,400	0.84
7	WEN YAO LONG	41,147,747	0.70
8	MAYBANK KIM ENG SECURITIES PTE. LTD.	25,951,800	0.44
9	OCBC SECURITIES PRIVATE LIMITED	16,118,600	0.27
10	DBS NOMINEES (PRIVATE) LIMITED	14,710,200	0.25
11	IFAST FINANCIAL PTE. LTD.	10,250,000	0.17
12	CHEN WEN-CHIN	9,762,000	0.17
13	KGI SECURITIES (SINGAPORE) PTE. LTD.	9,590,200	0.16
14	CHEN CHENG HSIUNG	8,136,800	0.14
15	KWA CHING TZE	7,300,000	0.12
16	RAFFLES NOMINEES (PTE) LIMITED	7,160,500	0.12
17	JENG HUANG FONG MAAN	6,188,800	0.11
18	CITIBANK NOMINEES SINGAPORE PTE LTD	5,940,100	0.10
19	CHEN CHU-TSU	5,696,500	0.10
20	WANG JUNG HSIN	5,000,000	0.09
	TOTAL	**5,679,958,567**	**96.58**

STATISTICS OF SHAREHOLDINGS

As at 12 March 2018

SUBSTANTIAL SHAREHOLDERS

(As shown in the Register of Substantial Shareholders)

	Direct Interest		Deemed Interest	
Name of Substantial Shareholders	**No. of Shares**	**%**	**No. of Shares**	**%**
Oriental Straits Fund III[1]	4,926,759,333	83.78	–	–
Sun Quan[2]	–	–	5,039,857,393	85.70

Notes:

(1) Shares held through DBS Vickers Securities (Singapore) Pte Ltd as nominee.

(2) By virtue of Section 7 of the Companies Act, Chapter 50 of Singapore, Mr Sun Quan is deemed to be interested in 4,926,759,333 ordinary shares of the Company owned by Oriental Straits Fund III, and 113,098,060 ordinary shares of the Company owned by Capital Impetus Group Limited.

SHAREHOLDINGS HELD IN THE HANDS OF PUBLIC

Based on the information available to the Company as at 12 March 2018, approximately 11.75% of the issued ordinary shares of the Company excluding treasury shares are held by the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

Dated 9 April 2018

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of The Place Holdings Limited (the "**Company**") will be held at Grand Mercure Roxy Hotel, Frankel Room, Level 3, 50 East Coast Road, Roxy Square, Singapore 428769 on Wednesday, 25 April 2018 at 1.00 p.m. to transact the following businesses:

Ordinary Business

1. To receive and adopt the Directors' Statement and Independent Audited Financial Statements for the financial year ended 31 December 2017 and the Independent Auditor's Report thereon. **Resolution 1**

2. To re-elect Mr Ng Fook Ai Victor, who is retiring in accordance with Article 100 of the Constitution of the Company and who, being eligible, offers himself for re-election. **[See Explanatory Note 1]** **Resolution 2**

3. To note that Mr Wen Yao-Long and Mr Zhang Wei who are due to retire by rotation under Article 94 of the Constitution of the Company will not be seeking re-election at this Annual General Meeting. **[See Explanatory Note 2]**

4. To approve payment of Directors' fees by the Company of S$130,000 for the financial year ended 31 December 2017 (2016: S$130,000). **Resolution 3**

5. To re-appoint Messrs KPMG LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **Resolution 4**

6. To transact any other ordinary business that may be properly transacted at an annual general meeting.

Special Business

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

7. **SHARE ISSUE MANDATE** **Resolution 5**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to:

(a) (i) issue shares of 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) warrants, debentures or other instruments convertible into shares,

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

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

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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) of the Company at the time this Resolution is passed, after adjusting for:

    (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

    (ii) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **[See Explanatory Note 3]**

BY ORDER OF THE BOARD

BENNY LIM HENG CHONG
DAI LINGNA
Joint Company Secretaries

Singapore, 9 April 2018

Dated 9 April 2018

EXPLANATORY NOTES:

1. **Resolution 2** – Article 100 of the Company's Constitution permits the Directors to appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Any person so appointed by the Directors shall hold office only until the next annual general meeting and shall then be eligible for re-election.

   Mr Ng Fook Ai Victor was appointed on 31 January 2018 and is seeking re-election at the forthcoming 16th Annual General Meeting. Mr Victor Ng will, upon re-election, remain as Independent Director, Chairman of the Remuneration Committee, and member of each of the Audit Committee and Nominating Committee. Mr Victor Ng is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr Victor Ng can be found under "Board of Directors" and "Corporate Governance Report" in the Company's 2017 Annual Report. There are no relationships (including immediate family relationships) between Mr Victor Ng and the Directors, the Company or its 10% shareholders.

2. Mr Wen Yao-Long and Mr Zhang Wei, who are due to retire by rotation pursuant to Article 94 of the Company's Constitution will not be seeking re-election at the Annual General Meeting, and will retire as Non-Executive Director and Executive Director of the Company, respectively, on 25 April 2018 after the conclusion of the Annual General Meeting.

   Detailed information on Mr Wen Yao-Long and Mr Zhang Wei can be found under "Board of Directors" and "Corporate Governance Report" in the Company's 2017 Annual Report.

3. **Resolution 5** – Resolution 5, if passed, will empower the Directors to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments. The number of shares which the Directors may issue under this Resolution will not exceed 50% of the issued shares (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of 20% for issues other than on a *pro rata* basis. For the purpose of determining the aggregate number of shares which may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that Resolution 5 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible instruments or share options or vesting of share awards which are outstanding at the time that Resolution 5 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. For the avoidance of doubt, shareholders' approval will be required for any consolidation or subdivision of shares.

NOTES:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.

2. A proxy need not be a member of the Company.

3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Marine Parade Road, #11-02 Parkway Parade, Singapore 449269 not less than 72 hours before the time fixed for holding the Annual General Meeting.

Personal Data Privacy:

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

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THE PLACE HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)

Proxy Form
Annual General Meeting

IMPORTANT:
1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (please see Notes 3 and 4).
2. For investors who have used their CPF monies to buy the Company's shares, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies or the appointment of their Agent Banks as proxies for the Annual General Meeting.

I/We, ______________________________ (Name) of

______________________________ (Address)

being a member/members of THE PLACE HOLDINGS LIMITED (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing the person/persons, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Sixteenth Annual General Meeting ("**AGM**") of the Company, to be held at Grand Mercure Roxy Hotel, Frankel Room, Level 3, 50 East Coast Road, Roxy Square, Singapore 428769 on Wednesday, 25 April 2018 at 1.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will determine on any other matter arising at the AGM.

No.	Resolutions relating to:	*No. of Votes "For"	*No. of Votes "Against"
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2017, together with the Independent Auditor's Report thereon		
2	Re-election of Mr Ng Fook Ai Victor as a Director		
3	Approval of the payment of Directors' fees of S$130,000 for the financial year ended 31 December 2017		
4	Re-appointment of Messrs KPMG LLP as the Company's Auditor and to authorise the Directors to fix their remuneration		
5	Authority for Directors to allot and issue new shares pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the SGX-ST		

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please insert the relevant number of shares in the boxes provided

Dated this __________ day of __________________ 2018

TOTAL NUMBER OF SHARES HELD IN:	
(a) CDP Register	
(b) Register of Members	

____
Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

Notes:

1. Please insert the total number of 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 (Cap. 289)), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.

2. A member of the Company who is not a relevant intermediary (as defined in Note (4) below) shall be entitled to appoint not more than two proxies to attend, speak and vote at the AGM in his stead.

3. A member of the Company who is a relevant intermediary (as defined in Note (4) below) is entitled to appoint more than two proxies to attend, speak and vote at the AGM in his stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him.

4. Pursuant to Section 181 of the Companies Act (Cap. 50), a “relevant intermediary” means:-

    (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;

    (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.

5. A proxy need not be a member of the Company. Where a member (other than a relevant intermediary) appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as alternate to the first named or at the Company’s option to treat this proxy form as invalid.

6. This Proxy Form must be under the hand of the appointer or by his attorney duly authorised in writing. Where the member is a corporation, the instrument appointing the proxy or proxies must be executed under its seal or the hand of its attorney or duly authorised officer.

7. This Proxy Form must be deposited at the registered office of the Company at 80 Marine Parade Road, #11-02 Parkway Parade, Singapore 449269 not less than 72 hours before the time appointed for holding the above AGM.

8. The Company shall be entitled to reject an instrument of proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 April 2018.

THE PLACE

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