“Empowering E-Mobility”

# Elektromotive Group Limited

## 2013 Annual Report

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*This Annual Report has been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this Annual Report.*

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

*The details of the contact person for the Sponsor are:*

*Name: Mr. Wong Chee Meng Lawrence, Registered Professional*
*Address: Six Battery Road, #10-01, Singapore 049909*
*Tel: (65) 6381 6757*

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## BOARD OF DIRECTORS

**Ricky Ang Gee Hing**
Executive Vice-Chairman & Managing Director

**Tan Choon Wee**
Executive Director

**Tan Chong Chai**
Executive Director

**Chou Kong Seng**
Independent Director

**Roy Ling Chung Yee**
Independent Director

**Kesavan Nair**
Independent Director

**James Ang Ghee Ann**
Non-Executive Non-Independent Director

## NOMINATING COMMITTEE

**Kesavan Nair,** Chairman
**James Ang Ghee Ann,** Member
**Roy Ling Chung Yee,** Member

## REMUNERATION COMMITTEE

**Roy Ling Chung Yee,** Chairman
**James Ang Ghee Ann,** Member
**Kesavan Nair,** Member

## AUDIT COMMITTEE

**Chou Kong Seng,** Chairman
**Kesavan Nair,** Member
**Roy Ling Chung Yee,** Member

## COMPANY SECRETARIES

**Abdul Jabbar Bin Karam Din**
**Chan Poh Kuan**

## REGISTERED OFFICE

9 Battery Road #15-01
Straits Trading Building
Singapore 049910
Tel: (65) 6292 0300
Fax: (65) 6293 3674
Registration No. 199407135Z

## SHARE REGISTRAR

**Tricor Barbinder Share Registration Services**
(A division of Tricor Singapore Pte Ltd)
80 Robinson Road
#02-00
Singapore 068898

## AUDITORS

**Nexia TS Public Accounting Corporation**
100 Beach Road
#30-00
Singapore 189702
Director-in-charge: Lee Look Ling
(Appointed since finanical year ended 31 March 2013)

## SOLICITORS

**Chancery Law Corporation**
55 Market Street
#08-01
Singapore 048941

## SPONSOR

**RHT Capital Pte. Ltd.**
Six Battery Road
#10-01
Singapore 049909
Contact Person: Mr. Wong Chee Meng Lawrence
(With effect from 8 March 2012)

## PRINCIPAL BANKERS

**DBS Bank Limited**
**Malayan Banking Limited**

# MANAGING DIRECTOR'S STATEMENT

## YEAR IN REVIEW

FY 2013 was a challenging year for the Group. At the time of writing of this statement, the Company had entered into various settlement agreements with the Elektromotive Limited ("EUK") vendors with regards to the over payment on the purchase of their shares consideration. With the settlements, the unfortunate event was finally brought to a close.

Also, I am pleased to mention that with regards to the Tom N Toms International Pte Ltd ("TNTI") arbitration, the arbitrator has adjudicated and we were awarded damages for the wrongful repudiation of the area master franchise agreement by the master franchisor. The damages have however, yet to be assessed.

In December 2012, the Company entered into a share purchase agreement together with Calvey-Taylor Haw to dispose the entire issued and paid-up capital of EUK to Chargemaster Plc for an aggregate consideration of £8.5 million. The Company is disposing its 55% stake in EUK for £5.5 million. On 1 July 2013, the Company released a holding announcement that it will not be proceeding with the completion of the disposal of EUK.

## PERFORMANCE HIGHLIGHTS

Revenue for the 12 months ended 31 March 2013 decreased by 1.2% to $7.36 million from $7.44 million in the preceding year. The decrease in revenue was due to discontinuation of certain publications. The decrease was offset largely by an increase in our electric vehicle charging equipment sales.

The Group consolidated the results of EUK from 20 July 2011 onwards. Revenue for FY 2013 increased by 29.7% to S$4.4 million as compared to S$3.4 million in the prior corresponding period. The division recorded a loss of S$0.6 million as compared to S$0.5 million in the prior year.

Revenue for publishing, exhibitions and events division fell by 26.6% to S$3.0 million as compared to S$4.09 million largely as a result of discontinuation of certain unprofitable titles. At operating profit level, the publishing, exhibition and events division incurred a loss of S$0.4 million in FY 2013 as compared to S$0.1 million in the previous corresponding year.

Loss incurred by HQ decreased to S$4.5 million as compared to S$11.8 million in the previous corresponding year. This is mainly due to (a) impairment loss of intangibles arising from the acquisition of EUK amounting to S$7.4 million in FY 2012; and (b) impairment loss of financial assets, held for sale amounting to S$0.85 million in FY 2012.

In FY 2013, legal and professional expenses incurred by the Group amounted to S$2.1 million. These expenses were related to the TNTI arbitration, suits against the vendors arising from the acquistion of EUK and expenses related to the proposed divestment of EUK.

As a result, the Group recorded a loss of S$3.42 million in FY 2013 as compared to a loss of S$13.43 million in FY 2012.

## FUTURE PLANS

In recent months, we have taken steps to rationalize and restructure our publishing unit with the view to improve the financial performance of the unit. Arising from this, we will be working towards developing a multi-media platform which we expect to impact positively in the future of the business.

Despite the slow uptake of electric vehicles ("EVs") in the UK and Europe, building of charging infrastructure to support the adoption of EVs continued to grow.

Despite weak prevailing market conditions, trading in the first quarter of current FY showed significant improvement over corresponding period of last year. This is expected to be sustained throughout the year with the completion of major projects in Manchester, Scotland, London and Cambridge. Also, with the new funding recently announced by the UK government, and with commencement of work on the major infrastructure projects involving the installation of rapid DC chargers across two regions in the UK, outlook in the foreseeable future looks promising.

"Charge Your Car" a jointly owned JV supplying back office network services continues to grow, signing up new members and launching a new smart phone app and web site 3rd quarter 2013. We see this opportunity as an excellent long term revenue earner. With the UK Government announcing further continued financial support to the industry during 2014 and the arrival of cheaper EV's from the OEM's the market will continue to flourish. Elektromotive will continue to explore and service European opportunities as more countries start to adopt EV.

In Asia, we have established a base in Beijing China, via our JV company, Beijing Xinke Yi Neng Technologies Pte Ltd to research, develop and produce EV chargers eventually for worldwide markets.

As the EV industry is still very much at a nascent evolutionary stage, the financial impact on the Group is not expected to be immediate.

## ACKNOWLEDGEMENTS

I would like to thank all our shareholders for your patience and confidence in the Company. We look forward to your continued support as we expand our business and work towards our vision of becoming a market leader in the green transport revolution.

**Ricky Ang Gee Hing**
*Executive Vice-Chairman and Managing Director*

## BOARD OF DIRECTORS

### Ricky Ang Gee Hing

**Executive Vice-Chairman & Managing Director**

Date of appointment: 3 October 1994

Mr. Ang serves as the Executive Vice-Chairman and Managing Director of the Group. Prior to founding the Group, Mr. Ang was CEO of HB Media Holdings, a media company he helped established in early 1993. Mr. Ang served as Senior Vice President at Times Publishing Limited, where he was head of its printing division and was instrumental in expanding its printing business worldwide, with manufacturing facilities in Malaysia, Hong Kong, and the United Kingdom and sales offices in New York, San Francisco, London and Sydney. A graduate of London's College of Printing, Mr. Ang has been in the printing and publishing industry for more than three decades, and was for several years Chairman of the TDB-sponsored, Printing and Publishing Advisory Council.

### Tan Choon Wee

**Executive Director and Chairman of Investment Committee**

Date of appointment: 5 December 2006

Mr. Tan serves as the Executive Director and Chairman of the Investment Committee of the Group, overseeing the Group's investment and merger and acquisition activities. Mr. Tan also serves as Executive Director and Deputy Chairman of Contel Corporation Limited and Director of Advance Capital Partners. Prior to this, Mr. Tan was the Head of Institutional Sales and Dealing in RHB Securities Sdn Bhd, Malaysia. Mr. Tan has been investing across numerous markets both in the private and public domain and has held several management positions in Banking and Stock broking industry since 1991. Mr. Tan graduated from the National University of Singapore with a Second Class Honours (Upper Division) Degree in Engineering (Mechanical) and holds a Diploma in Marketing from the Marketing Institute of Singapore.

### Tan Chong Chai

**Executive Director**

Date of appointment: 1 August 2012

Mr. Tan was the Managing Director of one of the largest state regulated and licensed lottery operators in Cambodia from 2005 to 2011. Prior to that, Mr. Tan was the Managing Director of Motor & Credit Pte Ltd. Currently semi-retired, Mr. Tan manages his own investment portfolio and has business interests in Singapore, Cambodia and other parts of South-East Asia.

### Chou Kong Seng

**Independent Director and Chairman of the Audit Committee**

Date of appointment: 14 August 2012

Mr. Chou is presently the Chief Financial Officer of Acma Ltd (formerly known as China Auto Corporation Ltd). Mr. Chou was the non-Executive Chairman of Creative Master Bermuda Ltd from 2003 to 2010 and an Executive Director of Acma Ltd between March 1996 and October 2007. Mr. Chou was also the non-Executive Chairman of China Enersave Ltd from 1998 to 2007 and an Independent Director from 2007 to 2010. Prior to joining Acma Ltd in 1994, Mr. Chou was a senior manager with an international public accounting firm in Singapore. Mr. Chou was admitted as an associate member of the Institute of Chartered Accountants in England and Wales in 1981 and member of the Institute of Certified Public Accountants of Singapore in 1982.

## Roy Ling Chung Yee

**Independent Director and Chairman of the Remuneration Comittee**

Date of appointment: 14 February 2013

Mr. Ling is currently the Managing Director at RL Capital Management. Concurrently, he serves as an Independent Director at several SGX listed companies and non-profit organisations, and is also an adjunct professor at the SP Jain School at Global Management and the EDHEC Business School. Prior to RL Capital, Mr. Ling was a senior investment banker with JP Morgan's Asia real estate investment banking team. Prior to JP Morgan, Mr. Ling held senior investment banking positions for Lehman Brothers, Goldman Sachs and Salomon Smith Barney, performing a broad range of corporate finance, equity research and real estate financings. Mr. Ling is a Chartered Financial Analyst and graduated from INSEAD with a Global EMBA and from National University of Singapore with a Bachelors Degree in Business Administration.

## Kesavan Nair

**Independent Director and Chairman of the Nominating Committee**

Date of appointment: 14 February 2013

Mr. Nair is an Advocate and Solicitor of Singapore and has been a director of Genesis Law Corporation since 2008. Mr. Nair was a partner in M.P.D. Nair & Co from 1992 to 2000, a partner in Harry Elias Partnership from 2000 to 2003 and a partner in David Lim & Partners from 2003 to 2008. Mr. Nair is also an Independent Director of Kitchen Culture Holdings Ltd and IEV Holdings Ltd. Mr. Nair graduated with a Bachelor of Laws (Honours) from The University College of Wales, Aberystwyth in 1998. He was admitted as a Barrister-at-Law, Middle Temple in 1990, a Barrister and Solicitor of the Supreme Court of the Australian Capital Territory in 1991 and an Advocate & Solicitor of the Supreme Court of Singapore in 1992.

## James Ang Ghee Ann

**Non-Executive and Non-Independent Director**

Date of appointment: 28 March 2012

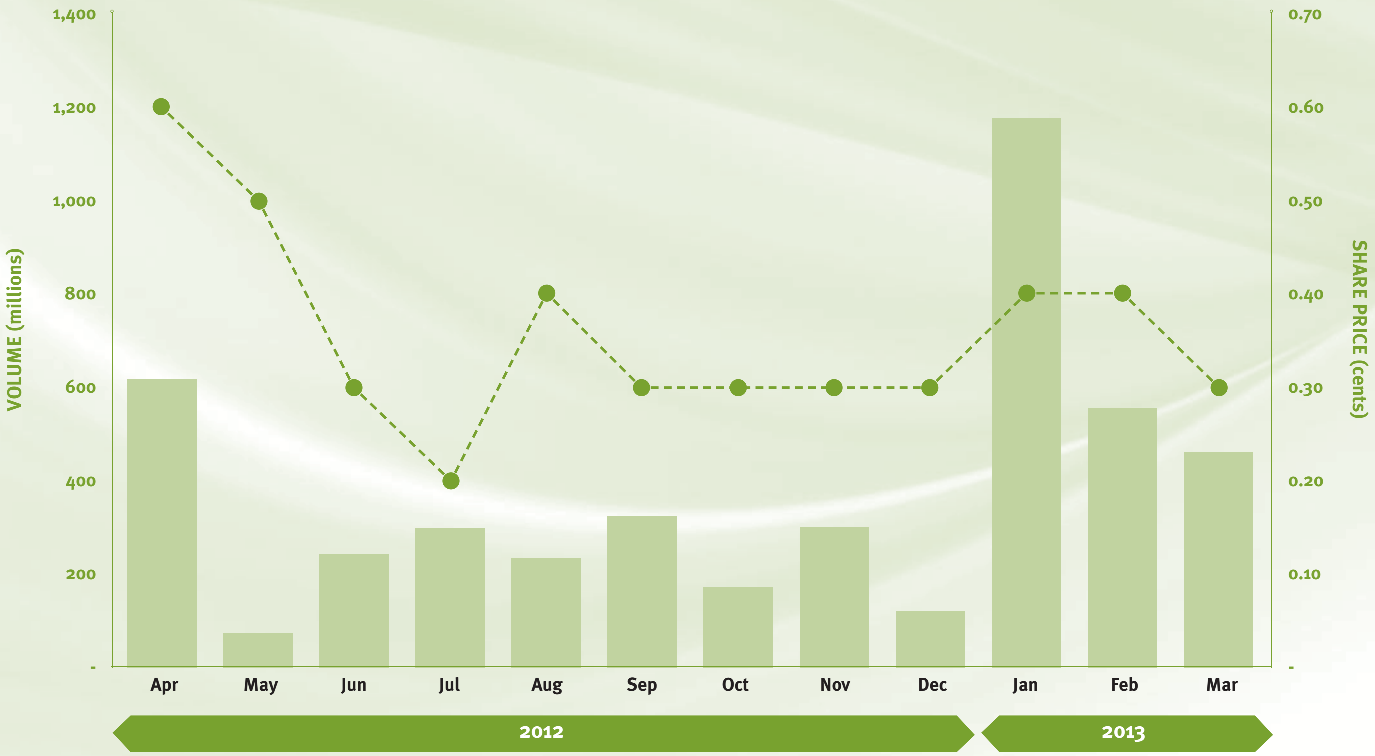
Mr. Ang is the Managing Director and founder of MA Builders Pte Ltd ("MAB"). Under the leadership of Mr. Ang, MAB achieved an annual turnover in excess of S$75 million for the year ended 2010 and currently has a staff strength of 45 staff with 270 construction operatives. MAB has since expanded into providing a diverse construction services ranging from traditional construction contracts to design and build contracts involving projects like industrial buildings, residential housing, institutional buildings and infrastructure projects.

# FINANCIAL HIGHLIGHTS

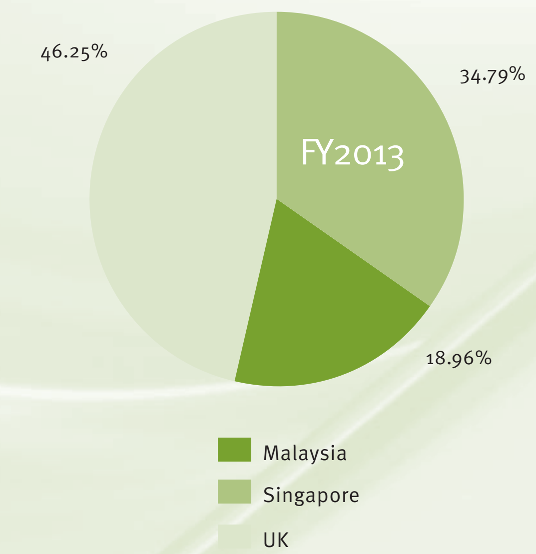
| Year | Revenue* $'ooo | Profit/(Loss) Attributable to Shareholders $'ooo | Earning/(Loss) Per Share Cents |
|---|---|---|---|
| FY2009 | 11,144 | (3,067) | (0.40) |
| FY2010 | 14,905 | 5,614 | 0.60 |
| FY2011 | 4,939 | (5,381) | (0.51) |
| FY2012 | 7,670 | (13,434) | (0.64) |
| **FY2013** | **9,455** | **(3,422)** | **(0.09)** |

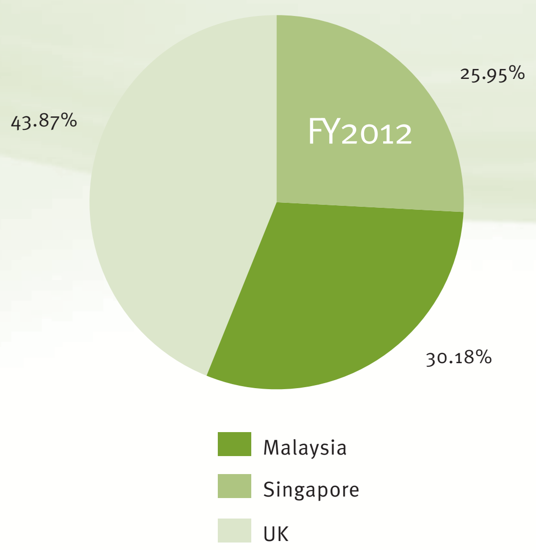
* Including other income and excluding discontinued operations

## SHARE PRICE & TOTAL MONTHLY VOLUME



## Revenue* by Geographical Region




## Revenue* by Business Division

| | March 2013# $'million | March 2012# $'million |
|---|---|---|
| Publishing & Events Management | 3.0 | 4.2 |
| Electric Vehicle Charging Equipment | 4.4 | 3.4 |
| HQ Costs & Investments | 2.0 | 0.1 |

* Including other income and excluding discontinued operations
\# Refer to Note 32

## Operating Loss by Business Division

| | March 2013 $'million | March 2012 $'million |
|---|---|---|
| Publishing & Events Management | (0.3) | (0.03) |
| Electric Vehicle Charging Equipment | (0.6) | (0.5) |
| HQ Costs & Investments | (2.6) | (11.7) |
| Discontinued Operations | (0.01) | (1.4) |

## Staff Strength

| | March 2013 | March 2012 |
|---|---|---|
| HQ | 7 | 5 |
| Publishing & Events Management | 44 | 38 |
| Electric Vehicle Charging Equipment | 14 | 18 |
| TOTAL | 65 | 61 |

# MANAGEMENT TEAM

## Mr. Calvey Taylor-Haw
### Managing Director, Elektromotive Limited

Mr. Calvey Taylor-Haw, aged 56 years, founded Elektromotive Ltd in 2003. He has spent over 35 years in the advertising and marketing sector and prior to founding Elektromotive Ltd, he set up and owned a successful advertising, design and photographic studio working for international accounts in the food, cosmetics and pharmaceutical industries. He set up Elektromotive Ltd in a market sector that was new to the world and has successfully grown an infrastructure for charging Electric vehicles in the UK. Now Elektromotive Ltd has a reputation and brand presence the world over as a pioneer in the emerging market for electric vehicles.

## Ms. Chong Chye Wan
### President, Publishing Malaysia

Ms. Chong Chye Wan is President, Malaysia Publishing is in charge of the day-to-day management of the Group's operations in Malaysia. Ms Chong started her career as an Auditor with an international public accounting firm based in Kuala Lumpur and moved on to join several Malaysian public listed companies in their finance departments. She is a Certified Public Accountant and holds a Bachelor of Accounting degree (Hons) from the University of Malaya.

## Ms. Lynnette Lim
### President, Publishing Singapore and International

Ms. Lynnette Lim is the President, Singapore and International Publishing. She is in charge of the launching of several TLG titles in key cities in China. WINE & DINE magazine was launched in Shanghai in 2005. REAL TIME annual was launched in 2006 and CALIBRE HAUTE HORLOGERIE magazine in mid 2007. Ms Lim holds a Bachelor of Commerce (Marketing) degree from the Curtin University of Technology, Western Australia. Upon graduation in 1998, Ms Lim started her career in publishing, and joined Panpac Media (EGL) as the Marketing and Sales Manager of SMART INVESTOR magazine.

## Ms. Ng Hwee Ling
### Chief Financial Officer

Ms. Ng Hwee Ling is the Chief Financial Officer of Elektromotive Group Limited. Ms. Ng is responsible for overseeing the Group's financial and management accounting, and payroll matters. Prior to joining the Group, she was an Auditor with an international public accounting firm. Ms. Ng is a Certified Public Accountant and holds a Bachelor of Accountancy degree (Hons) from the Nanyang Technological University, Singapore.

The Board of Directors ("the Board") of Elektromotive Group Limited recognises the significance of sound corporate governance in ensuring greater transparency, protecting the interests of its shareholders as well as strengthening investors' confidence in its management and financial reporting. It is committed to maintaining a high standard of corporate governance within the Group based on which its operations, businesses and strategies are directed and controlled.

The main corporate governance practices adopted by the Company and the Group are outlined below.

## BOARD MATTERS

### (1) Board's Conduct of its Affairs

The Board holds meetings on a regular basis throughout the year to review and approve the Group's major strategic plans as well as major investments, disposals and funding matters. The Board is also responsible for the overall corporate governance of the Group. Ad-hoc meetings are also held when the need arises. Attendance of the Directors at meetings of the Board and Board committees, as well as the frequency of such meetings are as follows:

## Attendance at Meetings

| Name | Board | | Audit Committee | | Nominating Committee | | Remuneration Committee | |
|---|---|---|---|---|---|---|---|---|
| | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended |
| Ricky Ang Gee Hing | 5 | 5 | 2 | - | 1 | - | 1 | - |
| Tan Choon Wee | 5 | 5 | 2 | - | 1 | - | 1 | - |
| Francis Xavier (1) | 5 | 3 | 2 | - | 1 | 1 | 1 | 1 |
| Timothy Teo Lai Wah (2) | 5 | 2 | 2 | - | 1 | - | 1 | - |
| Lau Wing Tat (3) | 5 | 4 | 2 | 2 | 1 | 1 | 1 | 1 |
| James Ang Ghee Ann (4) | 5 | 5 | 2 | - | 1 | - | 1 | - |
| Tan Chong Chai (5) | 5 | 2 | 2 | 1 | 1 | - | 1 | - |
| Chou Kong Seng (6) | 5 | 2 | 2 | 1 | 1 | - | 1 | - |
| Roy Ling Chung Yee (7) | 5 | - | 2 | - | 1 | - | 1 | - |
| Kesavan Nair (8) | 5 | - | 2 | - | 1 | - | 1 | - |

Notes:

(1) Mr Francis Xavier has retired as an Independent Director, Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees at the Annual General Meeting held on 30 July 2012.

(2) Mr Timothy Teo Lai Wah has retired as an Independent Director, Chairman of the Audit and Remuneration Committees and a member of the Nominating Committee at the Annual General Meeting held on 30 July 2012.

(3) Mr Lau Wing Tat has resigned as an Independent Director, Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee on 3 January 2013.

(4) Mr James Ang Ghee Ann was appointed as a member of the Audit, Nominating and Remuneration Committees on 14 November 2012 and relinquished his position as a member of the Audit Committee on 27 March 2013.

(5) Mr Tan Chong Chai was appointed as an Independent Non-Executive Director and a member of the Audit, Nominating and Remuneration Committees on 1 August 2012. On 14 November 2012, he ceased to be a member of the Audit, Nominating and Remuneration Committees when he became an Executive Director.

(6) Mr Chou Kong Seng was appointed as an Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees on 14 August 2012. He was appointed as Chairman of the Nominating and Remuneration Committees on 4 January 2013. He ceased to be Chairman and member of the Nominating and Remuneration Committees on 27 March 2013.

(7) Mr Roy Ling Chung Yee was appointed as an Independent Director on 14 February 2013 and was appointed as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees on 27 March 2013.

(8) Mr Kesavan Nair was appointed as an Independent Director on 14 February 2013 and was appointed as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees on 27 March 2013.

All the Directors are updated regularly on changes in company policies, Board processes, corporate governance and best practices.

**(2) Delegation of Authority to Board Committees**

To facilitate effective management, the Board has delegated certain functions to the Board committees, namely the audit committee ("Audit Committee"), the remuneration committee ("Remuneration Committee") and the nominating committee ("Nominating Committee"), to ensure that there are appropriate checks and balances. These Board committees operate within clearly defined terms of reference which are reviewed from time to time. As at 31 March 2013, the Audit Committee, the Remuneration Committee and the Nominating Committee each comprised entirely of Non-Executive Directors.

**(3) Board Composition and Balance**

The Board comprises three Executive Directors, one Non-Executive and Non-Independent Director and three Independent Directors. Key information regarding the directors can be found under the "Board of Directors" section of this annual report. The Nominating Committee reviews the independence of each director annually.

The Nominating Committee is of the view that the current Board exhibits a level of independence that sufficiently enables the Board to exercise objective judgment on corporate affairs independently from the management. The Nominating Committee is also of the view that no individual or small groups of individuals dominate the Board's decision-making processes.

The Board is of the view that the size of the current board, comprising seven directors is appropriate, with reference to the scope and extent of the Group's operations. The Company's Independent Directors enhances the Board with increased knowledge, business contacts, proven business and commercial experience. This balance is important in ensuring that the strategies proposed by the executive management are fully discussed and examined, taking into account the long term interests of the Group.

**(4) Chairman and Chief Executive Officer**

The Company presently does not have any Chairman sitting on the Board or Chief Executive Officer in the Group.

The Managing Director, Mr Ricky Ang Gee Hing, who is also the Executive Vice-Chairman of the Company, has full executive responsibilities over business directions and operational decisions of the Group. The Audit Committee reviews all major decisions made by the Managing Director. The Nominating Committee periodically reviews his performance and his appointment to the Board and the Remuneration Committee periodically reviews his remuneration package.

**(5) Board Membership**

We believe that Board renewal must be an on-going process, to ensure good corporate governance and to maintain relevance to the business as well as changing needs of the Company. Our Articles of Association require one-third of our Directors (excluding the Managing Director) to retire and subject themselves to re-election by shareholders at every Annual General Meeting ("AGM") such that no director stays in office for more than three years without being re-elected by shareholders.

The Nominating Committee may identify candidates for appointment as new directors through business network of Board members or engage external independent professional advisors in the search for suitable candidates. The Nominating Committee will generally identify suitable candidates skilled in core competencies such as strategic planning, accounting or finance and business or management expertise. If the Nominating Committee decides that the candidate is suitable, the Nominating Committee then recommends its choice to the Board of Directors.

The Nominating Committee comprises Messrs Kesavan Nair (an Independent Director), Roy Ling Chung Yee (an Independent Director) and James Ang Ghee Ann (a Non-Independent and Non-Executive Director). Mr Nair, an Independent Director, is the Chairman of the Nominating Committee. The Nominating Committee is responsible for (i) re-nomination of the Directors having regard to the Directors' contribution and performance, (ii) determining annually whether or not a Director is independent and (iii) deciding on whether or not a Director is able to and has been adequately carrying out his duties as a director.

The Nominating Committee, after reviewing the respective list of directorships held by each Director as well as their attendance, is satisfied that all Directors who sit on multiple boards are able to devote adequate time and attention to the affairs of the Company and to fulfill their duties as Directors.

**(6) Board Performance**

The Nominating Committee uses its best efforts to ensure that directors appointed to the Board possess the relevant background, experience and knowledge and that each director brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

Directors, collectively and individually, undertake a formal review of the Board's performance collectively and individually on an annual basis. The Nominating Committee also reviews the Board's performance informally with inputs from the other Board members and the Managing Director.

**(7) Access to Information**

In order to ensure that the Board is able to fulfill its responsibilities, management is required to provide adequate and timely information to the Board on Board affairs and issues that require the Board's decision as well as ongoing reports relating to operational and financial performance of the Company and the Group. Whenever appropriate, senior managers who can provide additional insight in the matters to be discussed are invited to attend during the Board meeting. Generally, the Company Secretary attends board meetings.

The Board has separate and independent access to the senior management and the Company Secretary at all times. Where necessary, the Company will, upon the request of directors (whether as a group or individually), provide them with independent professional advice, at the Company's expense, to enable them to discharge their duties.

Please refer to the "Corporate Information" section of the Annual Report for the composition of the Company's Board of Directors and Board committees.

## REMUNERATION MATTERS

**(8) Procedures for Developing Remuneration Policies**

**(9) Level and Mix of Remuneration**

**(10) Disclosure on Remuneration**

The function of the Remuneration Committee is to review the remuneration of the Executive Directors of the Company and to provide a greater degree of objectivity and transparency in the setting of their remuneration.

The Remuneration Committee comprises Messrs Roy Ling Chung Yee (an Independent Director), Kesavan Nair (an Independent Director) and James Ang Ghee Ann (a Non-Independent and Non-Executive Director). Mr Ling is the Chairman of the Remuneration Committee.

The Remuneration Committee reviews and recommends to the Board, in consultation with management, a framework for all aspects of remuneration. The Remuneration Committee also determines the specific remuneration packages and terms of employment for each of the Executive Directors of the Company including those employees related to the Executive Directors and controlling shareholders of the Company as well as the senior executives. The recommendations of the Remuneration Committee are submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits in kind are covered by the Remuneration Committee.

The Remuneration Committee has access to expert professional advice on compensation matters whenever there is a need to consult externally. In its deliberations, the Remuneration Committee takes into consideration industry practices and norms in compensation, in addition to the Company's relative performance to the industry and the performance of the individual directors.

The Executive Directors have entered into service agreements with the Company. The service agreements cover the terms of employment, specifically salary and other benefits.

The Non-Executive Directors receive directors' fees in accordance with their level of contributions, taking into account factors such as responsibilities, effort and time spent for serving on the Board and Board committees. The Directors' fees are recommended by the Board and are subject to the approval of shareholders at the Annual General Meeting ("AGM")

The Company has adopted the Elektromotive Group Limited Performance Share Plan.

## DIRECTORS' REMUNERATION

Our Executive Directors' remuneration consists of salary, allowances and bonuses. No Director will be involved in deciding his own remuneration. Directors' fees for Independent Directors and Executive Directors are subject to approval of shareholders at the AGM.

The band of remuneration of each individual Director for the financial year under review are as follows:-

| Name | Director's Fees (S$) | Exceeding S$500,000 | S$250,001 to S$500,000 | Up to S$250,000 |
|---|---|---|---|---|
| Ricky Ang Gee Hing | 12,000 | | √ | |
| Tan Choon Wee | 12,000 | | | √ |
| Francis Xavier* | 11,700 | | | √ |
| Timothy Teo Lai Wah* | 15,000 | | | √ |
| Lau Wing Tat* | 26,250 | | | √ |
| James Ang Ghee Ann | 30,000 | | | √ |
| Tan Chong Chai | 8,000 | | | √ |
| Chou Kong Seng | 27,500 | | | √ |
| Roy Ling Chung Yee | 3,750 | | | √ |
| Kesavan Nair | 3,750 | | | √ |

*former Directors

The level and mix of the annual remuneration of Executive Directors are set out below:

| Name | Salaries % | Bonuses % | CPF % | Allowances & Others % |
|---|---|---|---|---|
| Ricky Ang Gee Hing | 75.05 | 6.25 | 1.37 | 17.33 |
| Tan Choon Wee | 84.75 | - | 6.78 | 8.47 |
| Tan Chong Chai | 83.10 | - | 5.82 | 11.08 |

## REMUNERATION OF KEY EMPLOYEES

Details of remuneration paid to the top five executives, in terms of remuneration (who are not Directors of the Company) for the financial year are set out below. For competitive reasons, the Company is only disclosing the band of remuneration of each executive for the financial period under review: -

| Name | Exceeding S$500,000 | S$250,001 to S$500,000 | Up to S$250,000 |
|---|---|---|---|
| Alison Ang Wern Ling | | | √ |
| Calvey Taylor-Haw | | | √ |
| Lynnette Lim Kitt Ping | | | √ |
| Ng Hwee Ling | | | √ |
| Chong Chye Wan | | | √ |

Alison Ang Wern Ling, the daughter of Executive Vice-Chairman and Managing Director Mr Ricky Ang Gee Hing, was employed as a Project Manager of Elektromotive Group Limited, her remuneration for the financial year ended 31 March 2013 was S$94,480.

Other than the foregoing, there were no other employees who are immediate family members of any Director, Managing Director or controlling shareholder of the Company and whose remuneration exceeds S$150,000 during the financial year ended 31 March 2013.

## ACCOUNTABILITY AND AUDIT

### (11) Accountability

The Board continues to be accountable to the shareholders and is mindful of its obligations to furnish timely information and to ensure full disclosure of material information in compliance with statutory reporting requirements. Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meetings.

The management of the Company provides the Board with regular updates on the Group's business activities and financial performance by providing balanced and understandable management accounts of the Company's performance, position and prospects on a half-yearly basis. Such reports highlight key business indicators and major issues that are relevant to the Group's performance.

### (12) Audit Committee

The Audit Committee is made up of three Independent Directors who possess relevant accounting experience and/or related financial management expertise. Mr Chou Kong Seng, an independent Director, chairs the Audit Committee. The other members of the Audit Committee are Mr Roy Ling Chung Yee and Mr Kesavan Nair.

The Audit Committee holds periodic meetings and primarily carries out the following functions together with the Executive Directors and external auditors:-

(a) Reviews the audit plans set forth by the external auditors, evaluates the report issued by the external auditors from their examination of the Company's internal and accounting controls system;
(b) Reviews the operating results of the Group and Company, accounting policies and assistance given by the management to external auditors;
(c) Reviews the financial statements of the Group and Company before submission to the Board;
(d) Reviews all interested persons' transactions; and
(e) Nominates the external auditors for re-appointment.

The Audit Committee has full access to and full co-operation of the management. The Audit Committee also has the power to conduct or authorize investigations into any matters within its terms of reference. The external auditors have unrestricted access to the Audit Committee.

The Board and Audit Committee are satisfied that the appointment of different auditors for its foreign incorporated subsidiaries would not compromise the standard and effectiveness of the audit of the Company. Accordingly, confirmation on Rule 716 is set out on page 60 of the Annual Report.

A breakdown of the audit fees paid to the Company's auditors is disclosed in page 36 of the Annual Report. There were no non-audit services fee paid to the external auditor for the financial year ended 31 March 2013.

The external auditors of the Company and its Singapore-incorporated subsidiaries are Nexia TS Public Accounting Corporation, Singapore. Accordingly, the Company has complied with Rules 712 and 715 of the Listing Manual Section B: Rules of Catalist ("Rules of Catalist") of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The Audit Committee recognizes the need to maintain a balance between the independence and objectivity of the external auditors and the work carried out by the external auditors based on value for money consideration.

**(13) Internal Controls**

The Board is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss. During the year, the Audit Committee, on behalf of the Board, has reviewed the effectiveness of the internal control system put in place by the management and is satisfied that there are adequate internal controls in the Group. The Directors regularly review the effectiveness of all internal controls to address the financial, operational and compliance risks of the Group.

Relying on the reports from the external auditors and management representation letters, the Audit Committee carried out assessments of the effectiveness of key internal controls during the year. Any material non-compliance or weaknesses in internal controls or recommendations from the external auditors to further improve the internal controls were reported to the Audit Committee. Such discussions are reported by the Audit Committe to the Board accordingly. The Audit Committee will also follow up on the actions taken by management in response to recommendations made by the external auditors to ensure that they area all implemented in a timely and appropriate manner.

The Company has implemented a whistle blowing policy which provides a mechanism for staff of the Company to in confidence, raise concerns about fraud and other possible improprieties in matters of financial reporting or other matters.

Based on the various management controls put in place and the reports from the external auditors, reviews by management and the management representation letters, the Board with the concurrence of the Audit Committee is of the opinion that the system of internal controls addressing financial, operations and compliance risks maintained by the Group during the year are adequate in meeting the needs of the Group in its current business environment.

**(14) Internal Audits**

The Chief Financial Officer is also responsible for the running of a robust and timely process of identifying and evaluating business risks, controls over cash flows and preparing timely reports and communications to the various committees, such as audit matters to the Audit Committee and administrative and operational matters to the Board.

During the financial year, the Company did not conduct an internal audit review for reasons that it is deemed not necessary in view of the commercial context of the business activity. Having considered various factors, including the scale of the Group's operations, the Audit Committee is of the opinion that an internal audit function is considered not necessary in the present circumstances. The Audit Committee will review this if circumstances change.

## COMMUNICATION WITH SHAREHOLDERS

**(15) Communication with Shareholders**

**(16) Greater Shareholder Participation**

We believe in regular and timely communication with shareholders as part of our organisation's development to build systems and procedures that will enable us to operate globally.

In line with continuous obligations of the Company pursuant to the Rules of Catalist of the SGX-ST and the Companies Act (Cap 50, Singapore), the Board's policy is that all shareholders should be equally and timely informed of all major developments that will or expect to impact the Company or the Group.

Shareholders are encouraged to attend all general meetings to ensure a high level of accountability and to stay informed of the Company's strategy and goals. Notice of the general meetings is circulated to all shareholders of the Company, together with explanatory notes or a circular on items of special business (if necessary), at least 14 working days before the meeting. The Board welcomes questions from shareholders who have an opportunity to raise issues either informally or formally before or at the general meetings. The Chairman of the Audit, Remuneration and Nominating Committees are available at the meeting to answer those questions relating to the work of these committees.

## MATERIAL CONTRACTS

Save for the material contracts mentioned below, there are no other material contracts entered into by the Company and its subsidiaries involving the interest of the Directors or controlling shareholders, which are either subsisting at the end of the financial year, or if not than subsisting, entered into since the end of the previous financial year.

On 4 February 2013, the Company entered into a conditional subscription agreement with Advance Opportunities Fund (the "Subscriber") and Advance Capital Partners Limited pursuant to which the Company proposes to issue to the

Subscriber 0% equity linked redeemable structured convertible notes due 2018 with an aggregate principal amount of up to S$20,000,000 in five equal tranches of S$4,000,000 each.

The material contracts entered into by the Company during the financial year in review are as follows:

(1) On 13 April 2012, the Company entered into a settlement agreement (the "EO Settlement Agreement") with Eileen Ong Ching Yi ("OCY") where (a) OCY agrees to return 19,401,521 shares to the Company and/or its nominee and (b) OCY undertakes not to deal with any of the remaining 20,598,479 shares allotted and issued to her on 19 July 2011 for a period of six (6) months from the date of the EO Settlement Agreement unless with prior written consent of the Company, which shall not be unreasonably withheld.

(2) The Company also entered into a settlement agreement with Laoshan Capital LLC ("Laoshan") on 13 April 2012 (the "Laoshan Settlement Agreement"). Laoshan acted as the Company's consultant in the acquisition of Elektromotive Limited (the "Acquisition"). Accordingly, the 3% fees payable to Laoshan as consultant to the Company in relation to the Acquisition would be proportionately reduced as the consideration may only amount to S$7.9 million instead. Pursuant to the terms of the Laoshan Settlement Agreement, Laoshan has agreed to return 14,842,163 shares to the Company and/or its nominee for cancellation to match the potential reduction of the consideration in relation to the Acquisition.

(3) On 10 May 2012, the Company entered into a settlement agreement with Gregory Carlyon Simmons ("GS") and Michael Earle ("ME") (the "GS ME Settlement Agreement"). Under the sale agreements, GS and ME and/or the relevant SPA allottees, as directed by both GS and ME to the Company, received 220,000,000 and 120,000,000 consideration shares respectively from the Company. The Company had on 5 April 2012, in accordance with the terms of the sale agreements, filed a Notice of Arbitration ("NOA") with SIAC against the respondents (the "SIAC Arbitration"). Pursuant to the GS ME Settlement Agreement:-

    (a) GS agreed to return 106,708,364 consideration shares to the Company, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the GS ME Settlement Agreement.

    (b) GS agreed to return a further 10,000,000 consideration shares to the Company in lieu of a contribution to the Company's legal expenses, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the GS ME Settlement Agreement.

    (c) GS should transfer to the Company and/or a nominee appointed by the Company four (4) shares in Elektromotive Limited ("EUK"), such transfer will take place within five (5) working days of the date of the GS ME Settlement Agreement. The four (4) shares in EUK to be transferred from GS to the Company represent 4% of the issued and paid-up capital of EUK.

    (d) ME agreed to return 58,204,562 consideration shares to the Company, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the GS ME Settlement Agreement.

    (e) ME agreed to return a further 10,000,000 consideration shares to the Company in lieu of a contribution to the Company's legal expenses, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the GS ME Settlement Agreement.

(f) GS and ME further undertook not to deal with any of the remaining consideration shares allotted and issued to them on 19 July 2011 for a period of six (6) months from the date of the GS ME Settlement Agreement unless with the prior written consent of the Company, which shall not be unreasonably withheld.

Subject to the terms of the GS ME Settlement Agreement as set out above, the Company agreed to release and discharge GS and ME from the SIAC Arbitration, and the Company, GS and ME agreed to release each other from any and all claims, demands, actions, causes of actions, rights, damages, costs, loss of services, expenses and compensation that each may have against the other arising out of the sale agreements or otherwise.

(4) On 11 July 2012, the Company entered into a settlement agreement (the "RV Settlement Agreement") with Rehan Velmi ("RV") where (a) RV agrees to return 9,700,760 shares to the Company and or its nominee pending shareholders' approval for the cancellation of these shares. The share transfer shall take place within five (5) working days of the date of the RV Settlement Agreement; and (b) RV agrees to return a further 5,000,000 shares to the Company in lieu of a contribution to the Company's legal expenses, such shares to be transferred to the Company and/or nominee appointed by the Company pending shareholders' cancellation for these shares. The share transfer shall take place within five (5) working days of the date of the RV Settlement Agreement.

(5) On 12 November 2012, the Company entered into a settlement agreement (the "PMAH Settlement Agreement") with Pengiran Muda Abdul Hakeem ("PMAH") where

(a) PMAH agrees to pay a sum of S$500,000.00 to the company immediately upon execution of the PMAH Settlement Agreement;

(b) the Company shall within five (5) working days of the date of receipt of the said payment from PMAH, apply to the Tribunal in the SIAC Arbitration for an order that the interim award including the mareva injunction contained therein be set aside and cease to have any effect (the "Lifting Order");

(c) the Company shall within five (5) working days of the making of the Lifting Order, apply to the High Court of the Republic of Singapore for an order for leave to enforce the Lifting Order, or set aside and/or discharge an Order of Court dated 11 June 2012 (the "High Court Order") obtained by the Company in respect of its application in Originating Summons No. 548 of 2012 for leave to enforce the interim award;

(d) PMAH shall within five (5) working days of the making of the High Court Order, return to the Company 300,000,000 consideration shares for cancellation, such shares to be transferred to the Company and/or a nominee appointed by the Company pending shareholders' cancellation of these shares (the "Transfer"); and

(e) The Company and PMAH shall within ten (10) working days of the date of the Transfer, withdraw and discontinue their respective claims against the other in all suits.

(6) On 12 December 2012, the Company, together with Calvey-Taylor Haw entered into a share purchase agreement with Chargemaster Plc for the proposed disposal of the entire issued and paid-up share capital of EUK.

## DEALINGS IN SECURITIES

In line with the Securities Code, Directors, key officers and employees of the Group who have access to unpublished price sensitive and confidential information have been informed not to deal in the securities of the Company, at least one month before the release of the half-year and full-year financial results to SGX-ST and ending on the date of announcement of the relevant results, or when they are in possession of any unpublished material price-sensitive information.

Directors and executives are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period.

The Board confirms that for the financial year ended 31 March 2013, the Company has complied with Rule 1204 (19) of the Rules of Catalist of the SGX-ST.

## INTERESTED PERSONS TRANSACTIONS

The Company has established a procedure for recording and reporting interested persons transactions ("IPT"). Details of significant IPT for the year ended 31 March 2013 are set out below:

| Name of Interested Person | Aggregate value of all IPTs during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) | Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transaction less than S$100,000) |
|---|---|---|
| Tan Choon Wee | Up to S$20,000,000 equity-linked notes and arranger's fee of S$95,000 | NA |

## WHISTLE BLOWING

The Company has in place whistle-blowing policies and arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. To ensure independent investigation of such matters and appropriate follow up action, all whistle blowing reports are sent to the Audit Committee.

## USE OF PROCEEDS

During the financial year, the Company raised about S$5.08 million from the issue of 1,693,673,319 ordinary shares at S$0.003 each. The net proceeds raised were used in accordance with intended use for the working capital purposes and the expansion of the electric vehicle charging business and have been disbursed fully as at 31 March 2013.

## RISK MANAGEMENT

Information relating to risk management policies and processes are set out on pages 72 to 80 of the Annual Report.

## SPONSORSHIP

Pursuant to Rule 1204(21) of the Rules of Catalist of the SGX-ST, the Company did not pay any non-sponsor fee to RHT Capital Pte Ltd.

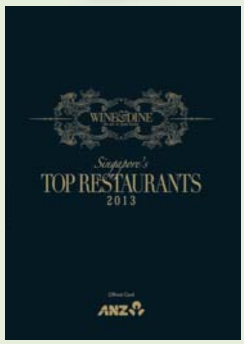


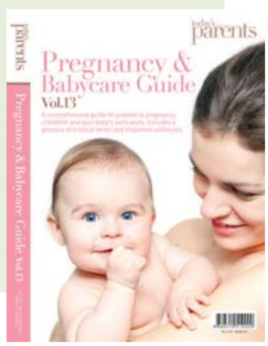


## Malaysia


## Singapore




## Elektrobays installed across Europe


▲ Elektrobay Rapid

elektromotive
electric vehicle recharging stations


▲ Elektrobay 280

Elektrobay 305 ▶
Compact



▲ Elektrobay 305

◀ Elektrobay Classic


Elektrobay 250 ▲


# Elektromotive Partners

Mercedes-Benz

eDF

中華電力
CLP Power

RENAULT NISSAN

NISSAN

CITROËN

# Elektrobays installation footprint

## For the financial year ended 31 March 2013

The directors present their report to the members together with the audited financial statements of the Group for the financial year ended 31 March 2013 and the balance sheet of the Company as at 31 March 2013.

### DIRECTORS

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

| | |
|---|---|
| Ricky Ang Gee Hing | |
| Tan Choon Wee | |
| James Ang Ghee Ann | |
| Tan Chong Chai | (appointed on 1 August 2012) |
| Chou Kong Seng | (appointed on 14 August 2012) |
| Roy Ling Chung Yee | (appointed on 14 February 2013) |
| Kesavan Nair | (appointed on 14 February 2013) |

### ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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

### DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

| | Holdings registered in name of director or nominee | | Holdings in which director is deemed to have an interest | |
|---|---|---|---|---|
| **The Company** | | 1.4.2012 or date of | | 1.4.2012 or date of |
| (No. of Ordinary shares) | 31.3.2013 | appointment, if later | 31.3.2013 | appointment, if later |
| Ricky Ang Gee Hing | 23,632,748 | 13,901,617 | 23,967,699 | 14,098,647 |
| Tan Choon Wee | 4,250,000 | 2,500,000 | 25,000,000 | 12,500,000 |
| James Ang Ghee Ann | 8,000,000 | 8,000,000 | 24,000,500 | 24,000,500 |
| Tan Chong Chai | 50,000,000 | - | - | - |
| **Warrants to subscribe for ordinary shares at $0.003 each** | | | | |
| Ricky Ang Gee Hing | 29,193,393 | - | 29,607,156 | - |
| Tan Choon Wee | 5,250,000 | - | 26,250,000 | - |
| Tan Chong Chai | 300,000,000 | - | - | - |

By virtue of Section 7 of the Singapore Companies Act (Cap.50) (the "Act"), Ricky Ang Gee Hing is deemed to have interests in the shares of all the subsidiaries, at the beginning and at the end of the financial year and as at 21 April 2013.

The directors' interests in the ordinary shares of the Company as at 21 April 2013 were the same as those as at 31 March 2013.

## For the financial year ended 31 March 2013

### DIRECTORS' CONTRACTUAL BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest, except as disclosed in the accompanying financial statements and in this report.

### SHARE OPTIONS

During the year, there were:

- no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.
- no shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries; and
- no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

### WARRANTS

The Company issued 50,000,000 free attached unlisted warrants upon issuance of 100,000,000 new ordinary shares to certain investors on 15 October 2010. Each warrant entitles the holder to subscribe for one new ordinary share in the Company at an exercise price of $0.015 per share, subject to the terms and conditions as stated in the Deed Poll of the Company. The warrants shall be exercised at any time from 15 October 2010 to the date immediately preceding the second anniversary of the date of the issuance of the warrants. The new shares into which the warrants can be converted will rank paripassu in all respects with the existing ordinary shares of the Company.

The Company issued 90,000,000 free attached unlisted warrants upon issuance of 180,000,000 new ordinary shares to certain investors on 18 January 2011. Each warrant entitles the holder to subscribe for one new ordinary share in the Company at an exercise price of $0.02 per share, subject to the terms and conditions as stated in the Deed Poll of the Company. The warrants shall be exercised at any time from 18 January 2011 to the date immediately preceding the second anniversary of the date of the issuance of the warrants. The new shares into which the warrants can be converted will rank paripassu in all respects with the existing ordinary shares of the Company. During the financial year 2011, 5,000,000 warrants have been exercised.

| | |
|---|---|
| Number of warrants at beginning of the financial year | 135,000,000 |
| Expired during the financial year | (135,000,000) |
| Number of warrants at end of the financial year | - |

The Company issued 5,081,019,957 free detachable unlisted warrants upon issuance of 1,693,673,319 new ordinary shares to certain investors on 11 July 2012. Each warrant entitles the holder to subscribe for one new ordinary share in the Company at an exercise price of $0.003 per share, subject to the terms and conditions as stated in the Deed Poll of the Company. The warrants shall be exercised at any time from date of issue to the date immediately preceding the third anniversary of the date of the issuance of the warrants. The new shares into which the warrants can be converted will rank pari passu in all respects with the existing ordinary shares of the Company. During the financial year 2013, 300,000 warrants have been exercised.

## AUDIT COMMITTEE

The members of the Audit Committee at the end of the financial year were as follows:
Chou Kong Seng (Chairman)
Roy Ling Chung Yee (Appointed on 27 March 2013)
Kesavan Nair (Appointed on 27 March 2013)

All members of the Audit Committee were independent.

The Audit Committee carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act. In performing those functions, the Committee reviewed:

- the audit plan of the Company's independent auditor and its report on the weaknesses of internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor;
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2013 before their submission to the Board for approval; and
- review and recommend to the Board the re-appointment of independent auditor

The Audit Committee met 2 times in FY2013. The Audit Committee has met with the independent auditor without the presence of Management, to discuss issues of concern to them.

In addition, the Audit Committee has, in accordance with Chapter 9 of the Rules of Catalist of the SGX-ST, reviewed the requirements for approval and disclosure of interested party transactions, reviewed the internal procedures set up by the Company to identify and report and, where necessary, seek approval for interested person transactions and, with the assistance of the independent auditor, reviewed interested person transactions.

The Audit Committee has recommended that Nexia TS Public Accounting Corporation be nominated for re-appointment as independent auditor at the forthcoming Annual General Meeting.

## INDEPENDENT AUDITOR

The independent auditor, Nexia TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors

| | |
|---|---|
| ………………………………… | ………………………………… |
| **Ricky Ang Gee Hing** | **Tan Choon Wee** |
| Director | Director |

**Singapore**
**10 July 2013**

# STATEMENT BY DIRECTORS

## For the financial year ended 31 March 2013

In the opinion of the directors,

(a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 35 to 86 are drawn up so as to give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013, and of the results of the business, changes in equity and cash flows of the Group for the financial year then ended; 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.

On behalf of the directors

……………………………………

**Ricky Ang Gee Hing**
Director

……………………………………

**Tan Choon Wee**
Director

**Singapore**
**10 July 2013**

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Elektromotive Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 35 to 86, which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 March 2013 the consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY 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 Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, 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 profit and loss accounts and balance sheets and to maintain accountability of assets.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## For the financial year ended 31 March 2013

### OPINION

In our opinion, the consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provision of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2013, and of the results, changes in equity and cash flow of the Group for financial year ended on that date.

### 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 subsidiaries incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.

**Nexia TS Public Accounting Corporation**
**Public Accountants and Chartered Accountants**

**Director-in-charge: Lee Look Ling**
Appointed from financial year ended 31 March 2013

**Singapore**
**10 July 2013**

## As at 31 March 2013

| | Note | Group 2013 $'000 | Group 2012 $'000 | Company 2013 $'000 | Company 2012 $'000 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash and cash equivalents | 4 | 481 | 857 | 169 | 170 |
| Financial assets, at fair value through profit or loss | 5 | - | - | - | - |
| Trade and other receivables | 6 | 2,880 | 2,204 | 1,061 | 36 |
| Inventories | 7 | 1,263 | 750 | - | - |
| Other current assets | 8 | 762 | 179 | 700 | 36 |
| | | 5,386 | 3,990 | 1,930 | 242 |
| Assets directly associated with discontinued operations | 9 | 42 | 278 | - | - |
| | | 5,428 | 4,268 | 1,930 | 242 |
| **Non-current assets** | | | | | |
| Financial assets, available-for-sale | 10 | - | - | - | - |
| Investment in joint venture | 11 | - | - | - | - |
| Investments in subsidiaries | 12 | - | - | 8,630 | 8,630 |
| Property, plant and equipment | 13 | 1,548 | 1,565 | 205 | 134 |
| Intangible assets | 14 | 8,577 | 8,046 | - | - |
| | | 10,125 | 9,611 | 8,835 | 8,764 |
| **Total assets** | | 15,553 | 13,879 | 10,765 | 9,006 |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Trade and other payables | 15 | 5,130 | 4,371 | 5,427 | 4,677 |
| Borrowings | 16 | 1,596 | 1,551 | 1,316 | 1,016 |
| Current income tax liabilities | | 61 | 95 | - | - |
| | | 6,787 | 6,017 | 6,743 | 5,693 |
| Liabilities directly associated with discontinued operations | 9 | 409 | 650 | - | - |
| | | 7,196 | 6,667 | 6,743 | 5,693 |
| **Non-current liabilities** | | | | | |
| Borrowings | 16 | 866 | 1,073 | - | 28 |
| Deferred income tax liabilities | 18 | 35 | 28 | - | - |
| | | 901 | 1,101 | - | 28 |
| **Total liabilities** | | 8,097 | 7,768 | 6,743 | 5,721 |
| **NET ASSETS** | | 7,456 | 6,111 | 4,022 | 3,285 |
| **EQUITY** | | | | | |
| **Capital and reserve attributable to equity holders of the Company** | | | | | |
| Share capital | 19 | 135,949 | 130,867 | 135,949 | 130,867 |
| Accumulated losses | | (131,823) | (128,401) | (131,927) | (127,582) |
| Currency translation reserve | 20 | 2,582 | 2,668 | - | - |
| | | 6,708 | 5,134 | 4,022 | 3,285 |
| **Non-controlling interests** | | 748 | 977 | - | - |
| **Total equity** | | 7,456 | 6,111 | 4,022 | 3,285 |

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

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## For the financial year ended 31 March 2013

| | NOTE | 2013 $'000 | 2012 $'000 |
|---|---|---|---|
| **Continuing operations** | | | |
| Revenue | 21 | 7,360 | 7,449 |
| Other income | 22 | 2,095 | 224 |
| Expenses | | | |
| - Direct costs: | | | |
| Publications | | (1,477) | (1,848) |
| Exhibition and events | | (111) | (101) |
| Electric vehicles charging equipment | | (3,067) | (2,374) |
| - Audit fees paid/payable | | | |
| Auditor of the Company | | (72) | (66) |
| Other auditor | | (26) | (30) |
| - Amortisation, depreciation and impairment | 23 | (179) | (8,673) |
| - Employee compensation | 24 | (3,018) | (2,997) |
| - Operating lease | | (429) | (277) |
| - Professional fees | | (2,131) | (1,636) |
| - Interest | 25 | (178) | (24) |
| - Other | | (2,354) | (1,878) |
| **Total expenses** | | (13,042) | (19,904) |
| Loss before income tax | | (3,587) | (12,231) |
| Income tax credit/ (expense) | 26 | 9 | (72) |
| Loss from continuing operations | | (3,578) | (12,303) |
| Discontinued operations | | | |
| Loss from discontinued operations – net of tax | 9 | (73) | (1,384) |
| **Total Loss** | | (3,651) | (13,687) |
| Other comprehensive income | | | |
| - Currency translation differences arising from consolidation | | (86) | 55 |
| **Total comprehensive loss** | | (3,737) | (13,632) |
| **Loss attributable to:** | | | |
| - Equity holders of the Company | | (3,422) | (13,434) |
| - Non-controlling interests | | (229) | (253) |
| | | (3,651) | (13,687) |
| **Total comprehensive loss attributable to:** | | | |
| - Equity holders of the Company | | (3,508) | (13,379) |
| - Non-controlling interests | | (229) | (253) |
| | | (3,737) | (13,632) |
| **Loss per share for loss from continuing and discontinued operations attributable to the equity holders of the Company (cents per share)** | | | |
| - Basic and diluted | | | |
| From continuing operations | 27 | (0.091) | (0.57) |
| From discontinued operations | 27 | (0.002) | (0.07) |

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

## For the financial year ended 31 March 2013

| | Note | Share capital | Currency translation reserve | Accumulated losses | Total | Non-controlling interests | Total equity |
|---|---|---|---|---|---|---|---|
| | | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **2013** | | | | | | | |
| **Beginning of financial year** | | 130,867 | 2,668 | (128,401) | 5,134 | 977 | 6,111 |
| Issue of shares | 19 | 5,082 | - | - | 5,082 | - | 5,082 |
| Total comprehensive losses for the year | | - | (86) | (3,422) | (3,508) | (229) | (3,737) |
| **End of financial year** | | 135,949 | 2,582 | (131,823) | 6,708 | 748 | 7,456 |
| **2012** | | | | | | | |
| **Beginning of financial year** | | 113,557 | 2,613 | (114,967) | 1,203 | 796 | 1,999 |
| Issue of shares | 19 | 2,010 | - | - | 2,010 | - | 2,010 |
| Acquisition of subsidiary | 33 | 15,300 | - | - | 15,300 | 434 | 15,734 |
| Total comprehensive losses for the year | | - | 55 | (13,434) | (13,379) | (253) | (13,632) |
| **End of financial year** | | 130,867 | 2,668 | (128,401) | 5,134 | 977 | 6,111 |

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

## For the financial year ended 31 March 2013

| | Note | Group 2013 $'000 | Group 2012 $'000 |
|---|---|---|---|
| **Total cash flows from operating activities** | | | |
| Total loss | | (3,651) | (13,687) |
| Adjustments for: | | | |
| - Income tax (credit)/ expense | 26 | (9) | 72 |
| - Fees paid in the form of shares | | - | 459 |
| - Amortisation and depreciation | | 179 | 365 |
| - Loss/ (gain) on disposal of property, plant and equipment | | 16 | (19) |
| - Gain on disposal of financial assets, at fair value through profit or loss | 22 | (14) | - |
| - Allowance for impairment of non-trade receivables | 23 | - | 181 |
| - Allowance for impairment of amounts due from joint venture partner written back | | (7) | - |
| - Compensation received | | (1,236) | - |
| - Write-off of property, plant and equipment | | - | 580 |
| - Impairment loss on financial assets, available-for-sale | 23 | - | 853 |
| - Impairment of goodwill | 14 | - | 7,421 |
| - Interest income | | (3) | (1) |
| - Interest expenses | 25 | 178 | 24 |
| | | (4,547) | (3,752) |
| Change in working capital, net of effects from acquisition and disposal of subsidiaries | | | |
| - Inventories | | (512) | (143) |
| - Trade and other receivables | | (150) | 494 |
| - Trade and other payables | | 519 | 665 |
| Cash used in operations | | (4,690) | (2,736) |
| Interest received | | 3 | 1 |
| Income tax paid | | (22) | (14) |
| **Net cash used in operating activities** | | (4,709) | (2,749) |
| **Cash flows from investing activities** | | | |
| Proceeds from sale of financial assets, at fair value through profit or loss | | 14 | - |
| Proceeds from sale of property, plant and equipment | | - | 26 |
| Purchases of property, plant and equipment | | (171) | (395) |
| Purchase of intangible assets | | (546) | (627) |
| Acquisition of subsidiary, net of cash | 33 | - | 123 |
| Withdrawal from short-term bank deposits pledged to bank | | 176 | 32 |
| **Net cash used in investing activities** | | (527) | (841) |

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

| | Note | Group 2013 $'000 | 2012 $'000 |
|---|---|---|---|
| **Cash flows from financing activities** | | | |
| Proceeds from issue of new shares | | 5,082 | 1,551 |
| Loan from directors | | 500 | 100 |
| Loan from a shareholder | | - | 200 |
| Repayment of hire purchase/finance lease liabilities | | (28) | (3) |
| Proceeds from borrowings | | - | 656 |
| Repayment of borrowings | | (434) | (105) |
| Interest paid | | (178) | (24) |
| **Net cash provided by financing activities** | | 4,942 | 2,375 |
| **Net decrease in cash and cash equivalents** | | (294) | (1,215) |
| Cash and cash equivalents at beginning of financial year | | 877 | 2,037 |
| Effects of currency translation on cash and cash equivalents | | (77) | 55 |
| **Cash and cash equivalents at end of financial year** | 4 | 506 | 877 |

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

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

### 1 GENERAL INFORMATION

Elektromotive Group Limited (the "Company") is listed on the Singapore Exchange and incorporated and domiciled in Singapore. The address of its registered office is 9 Battery Road #15-01 Straits Trading Building Singapore 049910. The address of its principal place of business is 18 Boon Lay Way, #10-96/97, Tradehub 21, Singapore 609966.

The principal activities of the Company are the provision of management services and investment holding. The principal activities of its subsidiaries are shown in Note 12.

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Elektromotive Group Limited on 10 July 2013.

Other related parties comprises mainly companies which are controlled or significantly influenced by the Group's key management personnel and their close family members.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below. The financial statements are presented in Singapore dollar ("$") and all values are rounded to the nearest thousand ("$'000") except otherwise indicated.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

***Interpretations and amendments to published standards effective in 2012***

On 1 April 2012, the Group adopted the new or amended FRS and Interpretations to FRS ("INT FRS") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the accounting policies of the Group and the Company and had no material effect on the amounts reported for the current or prior financial years.

*2 Significant accounting policies (Cont'd)*

### 2.2 Group accounting

#### (a) Subsidiaries

##### (i) Consolidation

Subsidiaries are entities over which the Group has power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanied by a shareholding giving rise to the majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases.

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

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

##### (ii) Acquisitions

The acquisition method of accounting is used to account for business combination by the Group.

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

Acquisition-related costs are expensed as incurred.

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

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

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. Please refer to paragraph "Intangible assets – Goodwill" for the subsequent accounting policy on goodwill.

*2 Significant accounting policies (Cont'd)*

*2.2 Group accounting (Cont'd)*

*(a) Subsidiaries (Cont'd)*

**(iii) Disposals**

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

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

Please refer to the paragraph "Investments in subsidiaries and joint ventures" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

**(b) Transactions with non-controlling interests**

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

**(c) Joint Ventures**

The Group's joint ventures are entities over which the Group has contractual arrangements to jointly share the control over the economic activity of the entities with one or more parties. The Group's interest in joint ventures is accounted for in the consolidated financial statements using proportionate consolidation.

Proportionate consolidation involves combining the Group's share of the joint ventures' income and expenses, assets and liabilities and cash flows of the jointly-controlled entities on a line-by-line basis with similar items in the Group's financial statements.

When the Group sells assets to a joint venture, the Group recognises only the portion of gains or losses on the sale of assets that is attributable to the interest of the other venturers. The Group recognises the full amount of any loss when the sale provides evidence of a reduction in the net realisable value of current assets or an impairment loss.

When the Group purchases assets from a joint venture, it does not recognise its share of the profits of the joint ventures arising from the Group's purchase of assets until it resells the assets to an independent party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets or an impairment loss.

The accounting policies of joint ventures have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

*2 Significant accounting policies (Cont'd)*

*2.2 Group accounting (Cont'd)*

*(c) Joint Ventures (Cont'd)*

Please refer to the paragraph "Investments in subsidiaries and joint ventures" for the accounting policy on investments in joint ventures in the separate financial statements of the Company.

**2.3 Investments in subsidiaries and joint ventures**

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of investments in subsidiaries and joint ventures, the difference disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

**2.4 Property, plant and equipment**

***(i) Measurement***

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

***Components of costs***

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

**(ii) Depreciation**

Depreciation of property, plant and equipment is calculated using the straight-line method and reducing balance method to allocate their depreciable amounts over their estimated useful lives as follows:

| | Useful lives |
|---|---|
| Furniture and fittings | 5 to 20 years |
| Office equipment | 5 to 10 years |
| Computers | 3 years |
| Renovation | 5 to 10 years |
| Leasehold property | 53 years |
| Electric vehicle charging equipment | 25% reducing balance |
| Motor vehicles | 25% reducing balance |

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

**(iii) Subsequent expenditure**

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

**(iv) Disposal**

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

*2. Significant accounting policies (Cont'd)*

**2.5 Intangibles assets**

**(a) Goodwill on acquisition**

Goodwill on acquisitions of subsidiaries and businesses on or after 1 January 2010 represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired.

Goodwill on acquisitions of subsidiaries and businesses on or after 1 January 2010 and on acquisitions joint ventures and associated companies represents the excess of the cost of the acquisition over the fair value of the Group's share of the identifiable net assets acquired.
Goodwill on subsidiaries and joint ventures is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on associated companies is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiaries, joint ventures and associated companies include the carrying amount of goodwill relating to the entity sold, except for Goodwill arising from acquisitions prior to 1 January 2001. Such goodwill was adjusted against retained profits in the year of acquisition and is not recognised in profit or loss on disposal.

**(b) Acquired magazine mastheads**

Magazine mastheads acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These intangible assets have infinite lives and are tested for impairment annually.

**(c) Brands**

Brand acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These intangible assets have infinite lives and are tested for impairment annually.

**(d) Patent**

Cost directly attributable to the patent are capitalised as intangible assets only when technical feasibility of the project is demonstrated, the Group has an intention and ability to complete and use the patent and the costs can be measured reliably. These intangible assets have finite lives and are amortised on straight-line basis over 20 years.

**(e) Development expenditure**

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercial feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

*2 Significant accounting policies (Cont'd)*

*2.5 Intangibles assets (Cont'd)*

*(e) Development expenditure (Cont'd)*

Development expenditures are not amortised as these assets are not yet available for use.

**2.6 Impairment of non-financial assets**

**(i) Goodwill**

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

**(ii) Intangible assets**

***Property, plant and equipment***

***Investments in subsidiaries and joint ventures***

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

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

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

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided

*2 Significant accounting policies (Cont'd)*

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

*(ii) Intangible assets*
*Property, plant and equipment*
*Investments in subsidiaries and joint ventures (Cont'd)*

that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

**2.7 Financial assets**

***(i) Classification***

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available-for-sale. The classification depends on the nature of the asset and the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition and in the case of assets classified as held-to-maturity, re-evaluates this designation at each balance sheet date.

**(a) Financial assets, at fair value through profit or loss**

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified as held for trading if it is acquired principally for the purpose of selling in the short term. Financial assets designated as at fair value through profit or loss at inception are those that are managed and their performances are evaluated on a fair value basis, in accordance with a documented Group investment strategy.

**(b) Loans and receivables**

Loans and receivables are non-derivative financial assets with no fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the balance sheet date which are presented as non-current assets. The loans and receivables are presented as "trade and other receivables" and "cash and cash equivalents" on the balance sheet.

**(c) Financial assets, available-for-sale**

Financial assets, available-for-sale are non-derivatives that are either designated in this category or not classified in any of the other categories. They are presented as non-current assets unless management intends to dispose of the assets within 12 months after the balance sheet date.

***(ii) Recognition and derecognition***

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

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

*2 Significant accounting policies (Cont'd)*

*2.7 Financial assets (Cont'd)*

*(ii) Recognition and derecognition (Cont'd)*

ownership. On disposal of a financial asset, the difference between the carrying amount and the sale proceeds is recognised in profit or loss.

***(iii) Initial measurement***

Financial assets are initially recognised at fair value plus transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value. Transaction costs for financial assets at fair value through profit and loss are recognised immediately as expenses.

***(iv) Subsequent measurement***

Financial assets, at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair values of financial assets, at fair value through profit or loss including the effects of currency translation, interest and dividend, are recognised in profit or loss when the changes arise.

Interest and dividend income on financial assets, available-for-sale are recognised separately in the income statement. Changes in the fair values of available-for-sale debt securities (i.e. monetary items) denominated in foreign currencies are analysed into currency translation differences on the amortised cost of the securities and other changes; the currency translation differences are recognised in the income statement and other changes are recognised in the fair value reserve. Changes in fair values of available-for-sale equity securities (i.e. non-monetary items) are recognised in the fair value reserve, together with the related currency translation differences.

***(v) Impairment***

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence exists.

**(a) Loans and receivables**

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

The allowance for impairment loss is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying

*2 Significant accounting policies (Cont'd)*

*2.7 Financial assets (Cont'd)*

*(v) Impairment (Cont'd)*

*(a) Loans and receivables (Cont'd)*

amount does not exceed the amortised cost had no impairment been recognised in prior periods.

**(b) Financial assets, available-for-sale**

A significant or prolonged decline in the fair value of the security below its cost and the disappearance of an active trading market for the security are objective evidence that the security is impaired.

The cumulative loss that was recognised in the fair value reserve is transferred to profit or loss. The cumulative loss is measured as the difference between the acquisition cost (net of any principal repayments and amortisation) and the current fair value, less any impairment loss previously recognised in the income statement on debt securities. The impairment losses recognised as an expense on equity securities are not reversed through profit or loss.

**2.8 Cash and cash equivalents**

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

**2.9 Inventories**

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in-first-out method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

Work-in-progress relates to costs incurred in the production of magazines and periodicals which have not been issued and exhibitions that have not been launched as at the end of the financial year.

**2.10 Trade and other payables**

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

**2.11 Financial guarantees**

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantees are initially recognised at their fair values plus transaction costs in the Company's balance sheet.

Financial guarantees are subsequently amortised to profit or loss over the period of the subsidiaries' borrowings, unless it is probable that the Company will reimburse the bank for an amount higher than the unamortised amount. In this case, the financial guarantees shall be carried at the expected amount payable to the bank in the Company's balance sheet.

*2 Significant accounting policies (Cont'd)*

*2.11 Financial Guarantees (Cont'd)*

Intra-group transactions are eliminated on consolidation.

**2.12 Borrowings**

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

**2.13 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has reliably estimated.

**2.14 Fair value estimation of financial assets and liabilities**

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

**2.15 Revenue recognition**

Sales comprise the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the Group's activities. Sales are presented, net of value-added tax, rebates and discounts, and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue and related costs can be reliably measured, it is probable that the collectability of the related receivables is reasonably assured and when the specific criteria for each of the Group's activites are met as follows:

**(a) Sale of goods – Electric vehicle charging equipment**

Revenue from sales of electric vehicle charging equipment is recognised upon delivery of goods and acceptance by customers. Revenue with regards to ancillary services is recognised when the services have been performed.

**(b) Sale of goods – Circulation of magazines and periodicals**

Revenue from the circulation of magazines and periodicals is recognised upon delivery of goods and acceptance by customers. Subscription income is amortised over the period of the subscription.

**(c) Rendering of services - Advertising**

Revenue from advertisements is recognised based on the date of publication.

**(d) Rendering of services – Management and conventions organisation**

Revenue from events management and conventions organisation is recognised when the exhibition event has occurred, at which time the direct costs associated with the organisation of the event are matched with the respective revenue.

*2 Significant accounting policies (Cont'd)*

*2.15 Revenue recognition (Cont'd)*

**(e) Interest Income**

Interest income is recognised using the effective interest method.

### 2.16 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

**Defined contribution plans**

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The Group's contributions are recognised as employee compensation expense when they are due, unless they can be capitalised as an asset.

### 2.17 Leases

**When the Group is the lessee:**

The Group leases plant and machinery under finance leases and office building under operating lease from non-related parties.

**(a) Lessee - Finance leases**

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

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

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

**(b) Lessee – Operating leases**

Leases of equipment, office premises and other facilities where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net off any incentives received from the lessors) are recognised in the income statement on a straight-line basis over the period of the lease.

### 2.18 Income taxes

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

*2 Significant accounting policies (Cont'd)*

*2.18 Income taxes (Cont'd)*

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arise from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

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

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

Deferred income tax is measured:

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

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

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

**2.19 Segments reporting**

Operating segments are reported in a manner consistent with the internal reporting to the executive committee whose members are responsible for allocating resources and assessing performance of the operating segments.

**2.20 Currency translation**

***(i) Functional and presentation currency***

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

***(ii) Transactions and balances***

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss.

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

*2. Significant accounting policies (Cont'd)*

*2.20 Currency translation (Cont'd)*

***(iii) Translation of Group entities' financial statements***

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

(i) Assets and liabilities are translated at the closing exchange rates at the date of the balance sheet;

(ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) All resulting currency translation differences are recognised in the currency translation reserve

**2.21 Share capital**

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

**2.22 Non-current assets (or disposal groups) held-for-sale and discontinued operations**

Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather through continuing use. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held-for-sale and:

a) represents a separate major line of business or geographical area of operations; or

b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or

c) is a subsidiary acquired exclusively with a view to resale.

## 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**(a) Estimated impairment of goodwill**

Goodwill is tested for impairment annually and whenever there is indication that these assets may be impaired. The recoverable amount of the goodwill has been determined based on fair value less cost of disposal (Note 14). If the fair value were to increase/ decrease by 10%, the impact would not be significant to the carrying value of goodwill.

In financial year 2012, an impairment charge of $7,421,000 on the goodwill arising from the acquisition and

### 3. *Critical accounting estimates, assumptions and judgements (Cont'd)*

#### *(a) Estimated impairment of goodwill (Cont'd)*

investment in subsidiaries of Elektromotive Limited. If the management's estimated recoverable amounts increase/decrease by 10% from management's estimates, the carrying value of goodwill and investment in subsidiaries will increase/decrease by $742,000.

#### (b) Impairment of loans and receivables

Management reviews its loans and receivables for objective evidence of impairment at least half-yearly. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgements as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

Where there is objective evidence of impairment, management makes judgements as to whether an impairment loss should be recorded in the income statement. In determining this, management uses estimates based on historical loss experience for assets with similar credit risk characteristics. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between the estimated loss and actual loss experience.

If the values of loans and receivables that are past due but not impaired as at 31 March 2013 increase/ decrease by 10%, the Group's and Company's allowance for impairment will increase/decrease by $16,000 and Nil respectively.

## 4. CASH AND CASH EQUIVALENTS

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 $'000 | 2012 $'000 | 2013 $'000 | 2012 $'000 |
| Cash at bank and on hand | 481 | 857 | 169 | 170 |

For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

| | Group | |
|---|---|---|
| | 2013 $'000 | 2012 $'000 |
| Cash and bank balances (as above) | 481 | 857 |
| Cash held by discontinued group (Note 9) | 25 | 196 |
| Less: short-term bank deposits pledged held by discontinued operations | - | (176) |
| Cash and cash equivalents per consolidated statement of cash flows | 506 | 877 |

Short-term bank deposits are pledged in relation to banker's guarantee.

<u>Disposal of subsidiary</u>

In February 2013, the Group disposed of its entire interest in Panpac Media (M) Sdn Bhd which has been fully impaired in previous financial years. The effects of the disposal on the cash flows of the Group were:

4 *Cash and cash equivalents (Cont'd)*

| | Group 2013 $'000 |
|---|---|
| Cash and bank balances | (2) |
| Total assets | (2) |
| Trade and other payables | 193 |
| Total liabilities | 193 |
| Net liabilities derecognised | 191 |
| Net liabilities disposed of | 191 |

The aggregate cash outflows arising from the disposal of Panpac Media (M) Sdn Bhd were:

| | |
|---|---|
| Net liabilities disposed of (as above) | 191 |
| Gain on disposal (Note 22) | 193 |
| Liabilities taken over by new shareholder | (191) |
| Less: Cash and cash equivalents in subsidiaries disposed of | (2) |
| Net cash inflow on disposal | - |

## 5. FINANCIAL ASSETS, AT FAIR VALUE THROUGH PROFIT OR LOSS

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 $'000 | 2012 $'000 | 2013 $'000 | 2012 $'000 |
| **Held for trading** | | | | |
| Listed securities: | | | | |
| - Equity securities - US | - | - | - | - |
| - Equity securities - London | - | - | - | - |
| | - | - | - | - |

The loan from a financial institution is secured on the financial assets at fair value through profit or loss with carrying amounts of Nil (2012: Nil) (Note 16).

The fair value of financial assets, at fair value through profit or loss is classified by level of the fair value measurement hierarchy level 1 (Note 31(e)).

## 6. TRADE AND OTHER RECEIVABLES

| | Group 2013 $'000 | Group 2012 $'000 | Company 2013 $'000 | Company 2012 $'000 |
|---|---|---|---|---|
| Trade receivables | | | | |
| - Non-related parties | 1,733 | 2,118 | - | - |
| - Subsidiaries | - | - | 1,208 | 964 |
| | 1,733 | 2,118 | 1,208 | 964 |
| Less: Allowance for impairment of trade receivables | (164) | (188) | (1,208) | (964) |
| Trade receivables – net | 1,569 | 1,930 | - | - |
| Non-trade receivables | | | | |
| - Non-related parties | 1,323 | 286 | 1,061 | 36 |
| - Subsidiaries | - | - | 36,479 | 36,481 |
| - Joint venture partners | 167 | 181 | - | - |
| - Joint venture | - | - | 348 | 362 |
| | 1,490 | 467 | 37,888 | 36,879 |
| Less: Allowance for impairment of non-trade receivables | (179) | (193) | (36,827) | (36,843) |
| Non-trade receivables - net | 1,311 | 274 | 1,061 | 36 |
| | 2,880 | 2,204 | 1,061 | 36 |

Movement of allowance for impairment of non-trade receivables:

| | Group 2013 | Group 2012 | Company 2013 | Company 2012 |
|---|---|---|---|---|
| Beginning of financial year | 193 | 12 | 36,843 | 35,299 |
| Allowance made | - | 181 | - | 1,544 |
| Allowance written back | (14) | - | (16) | - |
| End of financial year | 179 | 193 | 36,827 | 36,843 |

The non-trade amounts due from subsidiaries, joint venture partners and joint venture party are unsecured, interest-free and are repayable on demand.

## 7. INVENTORIES

| | Group 2013 $'000 | Group 2012 $'000 | Company 2013 $'000 | Company 2012 $'000 |
|---|---|---|---|---|
| Electric vehicle charging equipment | 1,139 | 675 | - | - |
| Work-in-progress | 124 | 75 | - | - |
| | 1,263 | 750 | - | - |

Work-in-progress relates to costs incurred in the production of magazines and periodicals which have not been issued at the end of the financial year.

The cost of inventories recognised as an expense and include in "cost of sales" amounts to $2,995,000 (2012: $2,006,000).

## 8. OTHER CURRENT ASSETS

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 $'000 | 2012 $'000 | 2013 $'000 | 2012 $'000 |
| Prepayments | 143 | 88 | 116 | 36 |
| Deposits | 601 | 91 | 584 | - |
| Other | 18 | - | - | - |
| | 762 | 179 | 700 | 36 |

## 9. DISCONTINUED OPERATIONS

During the financial year ended 31 March 2012, the Group ceased its food and beverages ("F&B") operations, as such, the assets and liabilities relating to F&B operations were presented separately as discontinued operations on the balance sheet and the results of discontinued operations were presented separately on the consolidated statement of comprehensive income as "Discontinued operations".

The results of the discontinued operations are as follows:

| | Group | |
|---|---|---|
| | 2013 $'000 | 2012 $'000 |
| Revenue | - | 443 |
| Other income | 16 | 25 |
| Expenses | (89) | (1,852) |
| Loss before income tax from discontinued operations | (73) | (1,384) |
| Income tax expense | - | - |
| Net loss from discontinued operations | (73) | (1,384) |

The impact of the discontinued operations on the cash flows of the Group are as follows:

| | Group | |
|---|---|---|
| | 2013 $'000 | 2012 $'000 |
| Operating cash outflows | (171) | (33) |
| Investing cash outflows | - | (77) |
| Total cash outflows | (171) | (110) |

Details of assets directly associated with discontinued operations are as follows:

| | Group | |
|---|---|---|
| | 2013 $'000 | 2012 $'000 |
| Property, plant and equipment | - | - |
| Trade and other receivables | 17 | 64 |
| Intangible assets | - | - |
| Other current assets | - | 18 |
| Cash and cash equivalents (Note 4) | 25 | 196 |
| | 42 | 278 |

### 9 *Discontinued operations (Cont'd)*

Details of liabilities directly associated with discontinued operations are as follows:

| | Group | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Trade and other payables | 409 | 650 |

## 10. FINANCIAL ASSETS, AVAILABLE-FOR-SALE

| | Group and Company | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Beginning of financial year | 853 | 853 |
| Allowance for impairment | (853) | (853) |
| End of financial year | - | - |

Financial assets, available-for-sale are analysed as follows:

| | Group and Company | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Unlisted securities | | |
| Grandview Financial Limited | - | - |

The unquoted equity securities were measured at cost less impairment losses as the investment does not have a quoted market price in an active market and other methods of determining fair value do not result in a reasonable estimate.

The fair value of the financial assets, available-for-sale is classified by level of the fair value measurement hierarchy level 3 (Note 31 (e)).

## 11. INVESTMENT IN A JOINT VENTURE

| | Company | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Equity investments at cost | 1,500 | 1,500 |
| Less: Allowance for impairment | (1,500) | (1,500) |
| | - | - |

The amounts represent the Group's 50% share of the assets, liabilities, income and expenses of the joint venture which are included in discontinued operations as the Group ceased the food and beverage business segment during the financial year ended 31 March 2012.

*11 Investment in a joint venture (Cont'd)*

Details of the Group's joint venture company are as follows:

| Name of joint venture company | Country of incorporation and place of business | Effective equity held by the Group | |
|---|---|---|---|
| | | 2013 | 2012 |
| **Held by the Company** | | % | % |
| Tom N Toms International Pte Ltd [1] | Singapore | 50 | 50 |
| **Held by joint venture** | | | |
| Tom N Toms Retail Pte Ltd [1] | Singapore | 50 | 50 |

[1] Audited by Nexia TS Public Accounting Corporation, Singapore, member firm of Nexia International.

## 12. INVESTMENTS IN SUBSIDIARIES

| | Company | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| ***Equity investment at cost*** | | |
| Beginning of financial year | 86,875 | 71,575 |
| Additions | - | 15,300 |
| Disposal | 2,551 | - |
| End of financial year | 84,324 | 86,875 |
| ***Accumulated impairment*** | | |
| Beginning of financial year | 78,245 | 70,824 |
| Impairment charge | - | 7,421 |
| Disposal | (2,551) | - |
| End of financial year | 75,694 | 78,245 |
| ***Net book value*** | | |
| End of financial year | 8,630 | 8,630 |

### 12 *Investments in subsidiaries (Cont'd)*

The details of subsidiaries are as follows:

| Name of subsidiaries | Principal activities | Country of incorporation and place of business | Effective equity held by the Group 2013 % | 2012 % |
|---|---|---|---|---|
| **Held by Company** | | | | |
| Panpac Marketing & Circulation Pte Ltd (1) | Publishing and sale of periodicals and magazines - currently dormant | Singapore | 100 | 100 |
| Lexicon F&B Pte Ltd (1) | Operating of cafes and restaurants - currently dormant | Singapore | 100 | 100 |
| TLG Specialist Magazines Pte Ltd (1) | Publishing and sale of periodicals and magazines - currently dormant | Singapore | 100 | 100 |
| Wine and Dine Experience Pte Ltd (1) | Publishing and sale of periodicals and magazines | Singapore | 100 | 100 |
| SmartInvestor Pte Ltd (1) | Publishing and sale of periodicals and magazines - currently dormant | Singapore | 100 | 100 |
| Panpac Media.com (Australia) Pty Ltd (3) | Investment holding - currently dormant | Australia | 100 | 100 |
| Panpac Tech Strategic Ltd (3) | Investment holding | British Virgin Islands | 100 | 100 |
| Auston Technology Group Pte Ltd (1) | Investment holding | Singapore | 78.2 | 78.2 |
| AsiaStockWatch.com (Australia) Pty Ltd(3) | Provision of internet database services and information - currently dormant | Australia | 100 | 100 |
| Inovatif Media Asia Sdn. Bhd.(2), (7) | Media Publishing | Malaysia | 100 | 100 |
| Lifestyle Magazines Publishing Pte Ltd (1) | Publishing and sale of periodicals and magazines -currently dormant | Singapore | 100 | 100 |

### 12 Investments in subsidiaries (Cont'd)

| Name of subsidiaries | Principal activities | Country of incorporation and place of business | Effective equity held by the Group 2013 % | 2012 % |
|---|---|---|---|---|
| **Held by Company** | | | | |
| Sun China Media (BJ) Culture Distribution Ltd[4] | Media Publishing - currently dormant | China | 100 | 100 |
| MOB Holdings Pte Ltd [1] | Investment holding - currently dormant | Singapore | 100 | 100 |
| Romulus Holdings Pte Ltd [1] | Investment holding - currently dormant | Singapore | 60 | 60 |
| TLG Properties Pte Ltd [1] | Investment holding | Singapore | 100 | 100 |
| Elektromotive Limited [6] | Installation of electrobays for electric and plug-in hybrid vehicles | The United Kingdom | 55 | 51 |
| **Held by subsidiaries** | | | | |
| Panpac Specialist Magazines (Malaysia) Sdn. Bhd. [2],[7] | Letting of property - currently dormant | Malaysia | 100 | 100 |
| Panpac Business Media (M) Sdn.Bhd. [2],[7] | Media publishing - currently dormant | Malaysia | 100 | 100 |
| WDE (Malaysia) Sdn. Bhd. [2],[7] | Media publishing - currently dormant | Malaysia | 100 | 100 |
| Panpac Lifestyle Magazines (M) Sdn. Bhd. [2],[7] | Media publishing - currently dormant | Malaysia | 100 | 100 |
| Golf Times (Malaysia) Sdn. Bhd. [2],[7] | Media advertising contractors and agents - currently dormant | Malaysia | 100 | 100 |
| Elektromotive Singapore Pte Ltd [6] | Installation of electrobays for electric and plug-in hybrid vehicles - currently dormant | Singapore | 100 | 100 |
| Elektromotive (Brunei) Sdn Bhd [3] | Installation of electrobays for electric and plug-in hybrid vehicles - currently dormant | Brunei | 100 | 100 |

(1) Audited by Nexia TS Public Accounting Corporation, Singapore, member firm of Nexia International.
(2) Audited by YTS Associated Chartered Accountants ("YTS").
(3) Not required to be audited by the laws of their countries of incorporation.
(4) In the process of deregistration.
(5) Audited by Plummer Parson, the United Kingdom.
(6) Audited by Nexia TS Public Accounting Corporation for consolidation purposes.
(7) In accordance to Rule 716 of the Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Company.

## 13. PROPERTY, PLANT AND EQUIPMENT

| Group | Furniture and fittings | Office equipment | Computers | Renovation | Leasehold Property | Electric vehicle charging equipment | Motor vehicles | Total |
|---|---|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **2013** | | | | | | | | |
| ***Cost*** | | | | | | | | |
| Beginning of financial year | 89 | 165 | 484 | 122 | 1,280 | 61 | 13 | 2,214 |
| Currency translation differences | (4) | (5) | (10) | (1) | - | (4) | - | (24) |
| Additions | 11 | 13 | 48 | 99 | - | - | - | 171 |
| Disposals/write-off | - | - | - | - | - | (21) | - | (21) |
| End of financial year | 96 | 173 | 522 | 220 | 1,280 | 36 | 13 | 2,340 |
| ***Accumulated depreciation*** | | | | | | | | |
| Beginning of financial year | 60 | 128 | 358 | 59 | 24 | 17 | 3 | 649 |
| Currency translation differences | (3) | (4) | (7) | (1) | - | (1) | - | (16) |
| Depreciation charge (Note 23) | 10 | 13 | 76 | 31 | 24 | 7 | 3 | 164 |
| Disposals/Written-off | - | - | - | - | - | (5) | - | (5) |
| End of financial year | 67 | 137 | 427 | 89 | 48 | 18 | 6 | 792 |
| ***Net book value*** | | | | | | | | |
| End of financial year | 29 | 36 | 95 | 131 | 1,232 | 18 | 7 | 1,548 |

| Group | Kitchen Equipment | Furniture and fittings | Office equipment | Computers | Renovation | Leasehold Property | Electric vehicle charging equipment | Motor vehicles | Total |
|---|---|---|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **2012** | | | | | | | | | |
| ***Cost*** | | | | | | | | | |
| Beginning of financial year | 134 | 106 | 317 | 982 | 716 | 1,280 | - | - | 3,535 |
| Currency translation differences | - | (1) | (1) | (5) | (1) | - | - | - | (8) |
| Acquisition of subsidiary | - | 54 | 44 | 31 | - | - | - | 13 | 142 |
| Additions | - | 13 | 20 | 88 | 269 | - | 61 | - | 451 |
| Reclassified to discontinued operations | - | - | - | (1) | - | - | - | - | (1) |
| Disposals/write-off | (134) | (83) | (215) | (611) | (862) | - | - | - | (1,905) |
| End of financial year | - | 89 | 165 | 484 | 122 | 1,280 | 61 | 13 | 2,214 |
| ***Accumulated depreciation*** | | | | | | | | | |
| Beginning of financial year | 29 | 62 | 299 | 865 | 303 | - | - | - | 1,558 |
| Currency translation differences | - | - | (1) | (4) | (1) | - | - | - | (6) |
| Acquisition of subsidiary | - | 31 | 23 | 5 | - | - | - | - | 59 |
| Depreciation charge: | | | | | | | | | |
| - Continuing operations (Note 23) | - | 10 | 15 | 65 | 22 | 24 | 17 | 3 | 156 |
| - Discontinued operations | 21 | 8 | 1 | 15 | 155 | - | - | - | 200 |
| Reclassified to discontinued operations | - | - | - | (1) | - | - | - | - | (1) |
| Disposals/Written-off | (50) | (51) | (209) | (587) | (420) | - | - | - | (1,317) |
| End of financial year | - | 60 | 128 | 358 | 59 | 24 | 17 | 3 | 649 |
| ***Net book value*** | | | | | | | | | |
| End of financial year | - | 29 | 37 | 126 | 63 | 1,256 | 44 | 10 | 1,565 |

## For the financial year ended 31 March 2013

*13. Property, plant and equipment (Cont'd)*

| Company | Furniture and fittings $'000 | Office Equipment $'000 | Computers $'000 | Renovation $'000 | Total $'000 |
|---|---|---|---|---|---|
| **2013** | | | | | |
| ***Cost*** | | | | | |
| Beginning of financial year | 5 | 15 | 113 | 70 | 203 |
| Additions | 9 | 12 | 23 | 99 | 143 |
| End of financial year | 14 | 27 | 136 | 169 | 346 |
| ***Accumulated depreciation*** | | | | | |
| Beginning of financial year | 1 | 3 | 53 | 12 | 69 |
| Depreciation charge | 2 | 4 | 39 | 27 | 72 |
| End of financial year | 3 | 7 | 92 | 39 | 141 |
| ***Net book value*** | | | | | |
| End of financial year | 11 | 20 | 44 | 130 | 205 |

| Company | Furniture and fittings $'000 | Office Equipment $'000 | Computers $'000 | Renovation $'000 | Total $'000 |
|---|---|---|---|---|---|
| **2012** | | | | | |
| ***Cost*** | | | | | |
| Beginning of financial year | - | - | 342 | 63 | 405 |
| Additions | 5 | 15 | 57 | 70 | 147 |
| Write-off | - | - | (286) | (63) | (349) |
| End of financial year | 5 | 15 | 113 | 70 | 203 |
| ***Accumulated depreciation*** | | | | | |
| Beginning of financial year | - | - | 303 | 61 | 364 |
| Depreciation charge | 1 | 3 | 36 | 14 | 54 |
| Write-off | - | - | (286) | (63) | (349) |
| End of financial year | 1 | 3 | 53 | 12 | 69 |
| ***Net book value*** | | | | | |
| End of financial year | 4 | 12 | 60 | 58 | 134 |

(a) Assets held under finance lease

The carrying amounts of computers and office equipment under finance leases are $10,957 (2012: $39,339) at the balance sheet date (Note 16).

(b) Assets pledged as security

Bank borrowings are secured on leasehold property of the Group with carrying amounts of $1,232,000 (2012: $1,256,000) (Note 16).

## 14. INTANGIBLE ASSETS

| | Group 2013 $'000 | Group 2012 $'000 |
|---|---|---|
| Goodwill arising on consolidation | 7,428 | 7,428 |
| Patents | 6 | 5 |
| Development expenditure | 1,143 | 613 |
| | 8,577 | 8,046 |

| Group | Goodwill arising on consolidation $'000 | Patents $'000 | Development expenditure $'000 | Total $'000 |
|---|---|---|---|---|
| **2013** | | | | |
| ***Cost*** | | | | |
| Beginning of financial year | 22,798 | 37 | 613 | 23,448 |
| Additions | - | 16 | 530 | 546 |
| End of financial year | 22,798 | 53 | 1,143 | 23,994 |
| Accumulated amortisation and impairment | | | | |
| Beginning of financial year | 15,370 | 32 | - | 15,402 |
| Amortisation charge (Note 23) | - | 15 | - | 15 |
| End of financial year | 15,370 | 47 | - | 15,417 |
| ***Net book value*** | | | | |
| End of financial year | 7,428 | 6 | 1,143 | 8,577 |

| Group | Goodwill arising on consolidation $'000 | Magazines mastheads $'000 | Patents $'000 | Development expenditure $'000 | Brand | Total $'000 |
|---|---|---|---|---|---|---|
| **2012** | | | | | | |
| ***Cost*** | | | | | | |
| Beginning of financial year | 7,949 | 4,088 | - | - | 750 | 12,787 |
| Additions | - | - | 14 | 613 | - | 627 |
| Write off | - | (4,088) | - | - | - | (4,088) |
| Acquisition of subsidiary(Note 33) | 14,849 | - | 23 | - | - | 14,872 |
| Reclassified to discontinued operations | - | - | - | - | (750) | (750) |
| End of financial year | 22,798 | - | 37 | 613 | - | 23,448 |
| Accumulated amortisation and impairment | | | | | | |
| Beginning of financial year | 7,949 | 4,088 | - | - | 750 | 12,787 |
| Amortisation charge (Note 23) | - | - | 9 | - | - | 9 |
| Impairment charge (Note 23) | 7,421 | - | - | - | - | 7,421 |
| Write off | - | (4,088) | - | - | - | (4,088) |
| Acquisition of subsidiary | - | - | 23 | - | - | 23 |
| Reclassified to discontinued operations | - | - | - | - | (750) | (750) |
| End of financial year | 15,370 | - | 32 | - | - | 15,402 |
| ***Net book value*** | | | | | | |
| End of financial year | 7,428 | - | 5 | 613 | - | 8,046 |

### 14. *Intangible assets (Cont'd)*

**Impairment testing of goodwill**

Goodwill acquired through business combinations has been allocated to electric vehicle segments as a cash generating unit for impairment testing. As at 31 March 2013, the recoverable amount for the cash generating unit is determined based on fair value less cost of disposal. On 12 December 2012, the Group and shareholder of Elektromotive Limited (the "Vendors"), entered into a sale and purchase agreement with Chargemaster Limited (the "Purchaser") for the proposed disposal of the entire issued and paid-up capital in Elektromotive Limited for a total cash consideration of £8,500,000 equivalent to $16,036,000.

As at 31 March 2012, the recoverable amount for the cash generating unit is determined based on a value-in-use calculation using cash flow projections based on financial budgets by management covering a five-year period.

The following describes each key assumption in which management has based its cash flow projections to undertaken impairment testing of goodwill:

- Budgeted sales of approximately $6,700,000 in FY2013. Sales is forecasted to increase to 12% in FY2014, 15% in FY2015, 18% in FY2016 and 25% in FY2017;
- Cost of sales of approximately $4,600,000 in FY2013. Cost of sales is forecasted to increase 12% in FY2014, 15% in FY2015, 18% in FY2016 and 25% in FY2017; and
- Long-term growth rates of 4.5% and weighted average costs of capital of approximately 15%.

### 15. TRADE AND OTHER PAYABLES

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Trade payables | | | | |
| - Non-related parties | 3,358 | 2,882 | 1,688 | 1,215 |
| - Subsidiaries | - | - | 890 | 613 |
| | 3,358 | 2,882 | 2,578 | 1,828 |
| Non-trade payables | | | | |
| - Non-related parties | 213 | 326 | - | - |
| - Subsidiaries | - | - | 2,370 | 2,540 |
| | 213 | 326 | 2,370 | 2,540 |
| Deferred revenue | 99 | 102 | - | - |
| Accrued operating expenses | 1,460 | 1,061 | 479 | 309 |
| | 5,130 | 4,371 | 5,427 | 4,677 |

The non-trade amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

## 16. BORROWINGS

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| ***Current*** | | | | |
| Loan from a financial institution [Note (a)] | 688 | 688 | 688 | 688 |
| Finance lease liabilities [Note (b) & Note 17] | 28 | 28 | 28 | 28 |
| Loan from a director [Note (c)] | 600 | 100 | 600 | 100 |
| Loan from a shareholder [Note (c)] | - | 200 | - | 200 |
| Bank borrowings [Note (d)] | 280 | 535 | - | - |
| | 1,596 | 1,551 | 1,316 | 1,016 |
| ***Non-Current*** | | | | |
| Finance lease liabilities [Note (b) & Note 17] | - | 28 | - | 28 |
| Bank borrowings [Note (d)] | 866 | 1,045 | - | - |
| | 866 | 1,073 | - | 28 |
| Total borrowings | 2,462 | 2,624 | 1,316 | 1,044 |

The exposure of the borrowings of the Group and of the Company to interest rate changes and the contractual repricing dates at the balance sheet dates are as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Less than 1 year | 996 | 1,251 | 716 | 716 |
| 1 – 5 years | 180 | 449 | | 28 |
| Over 5 years | 686 | 624 | - | - |
| | 1,862 | 2,324 | 716 | 744 |

**(a) Loan from a financial institution**

The loan from a financial institution bears interest at 8% (2012: 8%) per annum and is repayable on demand.

**(b) Finance leases**

Finance lease liabilities of the Group are effectively secured over the leased computer and office equipment (Note 13), as the legal title is retained by the lessor and will be transferred to the Group upon full settlement of the finance lease liabilities.

**(c) Loan from a director and loan from a shareholder**

The loans from a director and shareholder are interest-free and repayable on demand.

**(d) Bank borrowing**

Total bank borrowings included amounts of $741,000 (2012:$776,000) which bears interest at 1.81% to 5.00% (2012: 1.81% to 5.00%) per annum and is repayable over 20 years commencing on 3 May 2011. The loan is secured by corporate guarantees of the Company and leasehold property held by one of the subsidiary (Note 13).

Total bank borrowings included amounts of $404,000 (2012: $450,000) which bears floating interest rate at 3.5% (2012: 3.5%) per annum over the bank's Base Rate and is repayable over 5 years.

*16. Borrowings (Cont'd)*

**(e) Fair value of non-current borrowings**

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2012 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Bank borrowings | 859 | 842 | - | - |

The fair values above are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the balance sheet date which the directors expect to be available to the Group as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Bank borrowings | 0.5% - 5% | 4% | - | - |

## 17. FINANCE LEASE LIABILITIES

The Group leases computers from non-related parties under finance leases. The lease agreements do not have renewal clauses but provide the Group with options to purchase the leased assets at nominal values at the end of the lease term.

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Minimum lease payments due | | | | |
| - Not later than one year | 29 | 29 | 29 | 29 |
| - Between one and five years | - | 29 | - | 29 |
| | 29 | 58 | 29 | 58 |
| Less: Future finance charges | (1) | (2) | (1) | (2) |
| Present value of finance lease liabilities | 28 | 56 | 28 | 56 |

The present values of finance lease liabilities are analysed as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Not later than one year | 28 | 28 | 28 | 28 |
| Between one and five years | - | 28 | - | 28 |
| Total | - | 56 | - | 56 |

The finance lease liabilities bear interest at 1.37% (2012: 1.37%) per annum.

## 18. DEFERRED INCOME TAX LIABILITIES

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Deferred income tax liabilities | | | | |
| - To be settled after one year | 35 | 28 | - | - |

Movement in deferred income tax account is as follows:

| | Accelerated tax depreciation |
|---|---|
| **Group** | $'000 |
| **2013** | |
| Beginning of financial year | 28 |
| Charged to profit and loss (Note 26) | 7 |
| End of financial year | 35 |
| | |
| **2012** | |
| Beginning of financial year | - |
| Acquisition of subsidiary (Note 33) | 28 |
| End of financial year | 28 |
| | |
| **Company** | |
| **2013** | |
| Beginning and end of financial year | - |
| | |
| **2012** | |
| Beginning and end of financial year | - |

As at 31 March 2013, no deferred tax has been recognised for withholding taxes that would be payable on unremitted earnings that are subject to withholding taxes of the Group's subsidiary established in the United Kingdom as the Group is in a position to control the timing of the remittance of earnings and it is not probable that this subsidiary will distribute such earnings in the foreseeable future. The deferred tax liabilities not recognised is insignificant to the Group.

## 19. SHARE CAPITAL

| | No of ordinary shares | Amount |
|---|---|---|
| **Group and Company** | | $'000 |
| **Issued share capital** | | |
| **2013** | | |
| Beginning of financial year | 2,419,533,313 | 130,867 |
| Share issue | 1,693,673,319 | 5,081 |
| Issue of shares arising from conversion of warrants | 300,000 | 1 |
| End of financial year | 4,113,506,632 | 135,949 |
| | | |
| **2012** | | |
| Beginning of financial year | 1,225,933,313 | 113,557 |
| Share issue | 173,600,000 | 2,010 |
| Acquisition of subsidiary (Note 33) | 1,020,000,000 | 15,300 |
| End of financial year | 2,419,533,313 | 130,867 |

All issued ordinary shares are fully paid.

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

### 19. *Share capital (Cont'd)*

During the financial year, the Company issued 1,693,973,319 ordinary shares arising from:

- Issuance of 1,693,673,319 ordinary shares for a total of consideration of $5,081,000 through a rights issue. The proceeds from the rights issue were fully used to finance the operations of the Group and the Company during the financial year; and
- Issuance of 300,000 ordinary shares for a total of consideration of $900 for conversion of warrants.

The newly issued shares rank pari passu in all respects with the previously issued shares.

As set out in the Note 34 Events Occurring After Balance Sheet Date, 533,857,370 shares will be cancelled in accordance with the settlement agreements. The value of the consideration shares that will be cancelled is approximately $8,007,000.

## 20. CURRENCY TRANSLATION RESERVE

Currency translation reserve is non-distributable.

## 21. REVENUE

| | Group | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Advertisement | 1,556 | 2,538 |
| Circulation | 1,333 | 1,415 |
| Exhibition and events | 109 | 134 |
| Electric vehicle charging equipment | 4,362 | 3,362 |
| | 7,360 | 7,449 |

## 22. OTHER INCOME

| | Group | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Gain on disposal of financial assets through profit or loss | 14 | - |
| Gain on disposal of magazines mastheads | - | 62 |
| Gain on disposal of subsidiary (Note 4) | 193 | - |
| Management fees | - | 90 |
| Compensation received | 1,794 | - |
| Publishing related income | 48 | 43 |
| Written back of allowance for impairment of trade receivables | 21 | 3 |
| Written back of allowance for impairment of non-trade receivables | 14 | - |
| Other | 11 | 26 |
| | 2,095 | 224 |

## 23. AMORTISATION, DEPRECIATION AND IMPAIRMENT

| | Group | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Depreciation of property, plant and equipment (Note 13) | 164 | 156 |
| Amortisation of intangible assets (Note 14) | 15 | 9 |
| Allowance for impairments for: | | |
| - trade receivables | - | 53 |
| - non-trade receivables | - | 181 |
| - goodwill (Note 14) | - | 7,421 |
| - financial assets, available-for-sale | - | 853 |
| | 179 | 8,673 |

## 24. EMPLOYEE COMPENSATION

| | Group | |
|---|---|---|
| | **2013** | **2012** |
| | **$'000** | **$'000** |
| Wages, salaries and bonuses | 2,675 | 2,693 |
| Employer's contribution to defined contribution plans, including Central Provident Fund | 278 | 246 |
| Other benefits | 65 | 58 |
| | 3,018 | 2,997 |

## 25. INTEREST EXPENSES

| | Group | |
|---|---|---|
| | **2013** | **2012** |
| | **$'000** | **$'000** |
| Interest expenses | | |
| - Bank borrowings | 177 | 23 |
| - Finance lease liabilities | 1 | 1 |
| | 178 | 24 |

## 26. INCOME TAXES

| | Group | |
|---|---|---|
| | **2013** | **2012** |
| | **$'000** | **$'000** |
| Tax expense attributable to loss is made up of: | | |
| From continuing operations | | |
| Current income tax | | |
| -Foreign | - | 58 |
| Deffered income tax (Note 18) | 7 | - |
| Under/(over) provision in prior financial year | (16) | 14 |
| | (9) | 72 |

The tax expense on loss differs from the amount that would arise using the Singapore standard rate of income tax is as explained below:

| | Group | |
|---|---|---|
| | **2013** | **2012** |
| | **$'000** | **$'000** |
| Loss before income tax from: | | |
| - Continuing operations | (3,587) | (12,231) |
| - Discontinued operations (Note 9) | (73) | (1,384) |
| Loss before income tax | (3,660) | (13,615) |
| | | |
| Tax calculated at tax rate of 17% | (622) | (2,315) |
| Effects of: | | |
| - Different tax rates in other countries | 21 | 20 |
| - Expenses not deductible for tax purposes | 24 | 1,700 |
| - Deferred income tax assets not recognised | 598 | 615 |
| - Other | (14) | 38 |
| Tax charge | 7 | 58 |

*26. Income taxes (Cont'd)*

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses and capital allowances of $64,303,495 (2012: $60,786,184) at the balance sheet date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses in Singapore.

## 27. LOSS PER SHARE

(a) Basic loss per share

Basic loss per share is calculated by dividing the total loss attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

| | Continuing operations | | Discontinued operations | | Total | |
|---|---|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 |
| Net loss attributable to equity holders of the Company ($'000) | (3,351) | (12,072) | (71) | (1,362) | (3,422) | (13,434) |
| Weighted average number of ordinary shares outstanding for basic loss per share ('000) | 3,689,963 | 2,097,300 | 3,689,963 | 2,097,300 | 3,689,963 | 2,097,300 |
| Basic loss per share (cents) | (0.091) | (0.57) | (0.002) | (0.07) | (0.093) | (0.64) |

(b) Diluted loss per share

For the purpose of calculating diluted loss per share, loss attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company does not have potential dilutive ordinary shares.

For the share warrants, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. There is no dilution of loss per share from the share warrants outstanding as the exercise price of the share warrants are higher than the market price.

## 28. RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

### (a) Sales and purchases of goods and services:

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 $'000 | 2012 $'000 | 2013 $'000 | 2012 $'000 |
| Fees paid to firms in which a director is a shareholder or partner | - | 459 | - | 453 |
| Management fee received from joint venture | - | 90 | - | 90 |
| Sale of goods and/or service to | | | | |
| - Related parties | - | 6 | - | - |
| Purchase of goods and/or service from | | | | |
| -Related parties | - | 159 | 83 | 83 |

Related parties comprise mainly companies which are controlled or significantly influenced by the Group's key management personnel and their close family members.

Outstanding balances at 31 March 2013, arising from sale/purchases of goods and services, are unsecured and receivable/payable within 12 months from balance sheet date and are disclosure in Note 6 and 15.

### (b) Key management personnel compensation is as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 $'000 | 2012 $'000 | 2013 $'000 | 2012 $'000 |
| Wages and salaries | 1,235 | 1,322 | 810 | 644 |
| Employer's contribution to defined contribution plans, including Central Provident Fund | 59 | 47 | 41 | 22 |
| | 1,294 | 1,369 | 851 | 666 |

Included in the above is total compensation to directors of the Company amounting to $597,000 (2012: $531,000).

## 29. CONTINGENT LIABILITIES

Company

The Company has issued corporate guarantees to banks for borrowings of a subsidiary. These bank borrowings amount to $776,000 (2012:$805,000). The fair values of the corporate guarantees have not been recognised in the financial statements of the Company as the amounts involved are not material to the Company.

## 30. OPERATING LEASE COMMITMENTS

The Group leases equipment, offices premises and other facilities from non-related parties under non-cancellable operating lease agreements. The leases have varying term, escalation clauses and renewal rights.

The future minimum lease payables under non-cancellable operating leases contracted for at the balance sheet date but not recognised as liabilities, are as follows:

*30. Operating lease commitments (Cont'd)*

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| - Not later than one year | 271 | 301 | 271 | 278 |
| - Between one and five years | 189 | 480 | 189 | 480 |
| | 460 | 781 | 460 | 758 |

## 31. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. Though the Group does not have a formal risk management policies and guidelines, the Board of Directors (the "Board") reviews and agrees policies for managing each of these risks and they are summarised below:

### (a) Market risk

(i) Currency risk

The Group operates in Singapore, Malaysia and the United Kingdom. Entities in the Group regularly transact in their respective functional currencies. Currency risk arises within activities in the Group when transactions are denominated in foreign currencies such as United States Dollar ("USD"), Malaysia Ringgit ("MYR") and British Pound ("GBP").

The Group's currency exposure based in the information provided to key management is as follows:

| | SGD | USD | MYR | GBP | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| **At 31 March 2013** | | | | | |
| **Financial assets** | | | | | |
| Cash and cash equivalents | 261 | 4 | 83 | 158 | 506 |
| Trade and other receivables | 549 | - | 382 | 1,966 | 2,897 |
| Receivables from subsidiaries | 41,173 | - | - | - | 41,173 |
| Other financial assets | 195 | - | 10 | 396 | 601 |
| | 42,178 | 4 | 475 | 2,520 | 43,117 |
| **Financial liabilities** | | | | | |
| Borrowings | 1,370 | 688 | - | 404 | 2,462 |
| Payable to subsidiaries | 41,173 | - | - | - | 41,173 |
| Other financial liabilities | 3,466 | - | 285 | 1,788 | 5,539 |
| | 46,009 | 688 | 285 | 2,192 | 49,194 |
| **Net financial (liabilities)/ assets** | (3,831) | (684) | 190 | 328 | (3,997) |
| Add: Net non-financial assets | 8,901 | - | 36 | 2,516 | 11,453 |
| Net assets/(liabilities) | 5,070 | (684) | 226 | 2,844 | 7,456 |
| **Currency profile including non-financial assets and liabilities** | 5,070 | (684) | 226 | 2,844 | 7,456 |
| **Currency exposure of financial liabilities net of those denominated in the respective entities functional currency** | - | (684) | - | - | (684) |

***31. Financial risk management (Cont'd)***

***(a) Market risk (Cont'd)***

***(i) Currency risk (Cont'd)***

| | SGD<br>$'000 | USD<br>$'000 | MYR<br>$'000 | GBP<br>$'000 | Total<br>$'000 |
|---|---|---|---|---|---|
| **At 31 March 2012** | | | | | |
| **Financial assets** | | | | | |
| Cash and cash equivalents | 521 | 10 | 215 | 306 | 1052 |
| Trade and other receivables | 588 | - | 505 | 1,175 | 2,268 |
| Receivables from subsidiaries | 40,822 | - | - | - | 40,822 |
| Other financial assets | 98 | - | 11 | - | 109 |
| | 42,029 | 10 | 731 | 1,481 | 44,251 |
| **Financial liabilities** | | | | | |
| Borrowings | 1,132 | 688 | - | 804 | 2,624 |
| Payables to subsidiaries | 40,822 | - | - | - | 40,822 |
| Other financial liabilities | 3,162 | - | 585 | 1,275 | 5,022 |
| | 45,116 | 688 | 585 | 2,079 | 48,468 |
| **Net financial (liabilities)/assets** | (3,087) | (678) | 146 | (598) | (4,217) |
| Add: Net non-financial assets | 8,636 | - | 55 | 1,637 | 10,328 |
| **Net assets/(liabilities)** | 5,549 | (678) | 201 | 1,039 | 6,111 |
| **Currency profile including non-financial assets and liabilities** | 5,549 | (678) | 201 | 1,039 | 6,111 |
| **Currency exposure of financial liabilities net of those denominated in the respective entities functional currency** | - | (678) | - | - | (678) |

### *31. Financial risk management (Cont'd)*

#### *(a) Market risk (Cont'd)*

##### *(i) Currency risk (Cont'd)*

The Company's currency exposure based on the information provided to key management is as follows:

| | SGD | USD | GBP | Total |
|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 |
| **At 31 March 2013** | | | | |
| **Financial assets** | | | | |
| Cash and cash equivalents | 169 | - | - | 169 |
| Trade and other receivables | 25 | - | 1,036 | 1,061 |
| Other financial assets | 188 | - | 396 | 584 |
| | 382 | - | 1,432 | 1,814 |
| **Financial liabilities** | | | | |
| Borrowings | (628) | (688) | - | (1,316) |
| Other financial liabilities | (4,667) | - | (760) | (5,427) |
| | (5,295) | (688) | (760) | (6,743) |
| **Net financial (liabilities)/ assets** | (4,913) | (688) | 672 | (4,929) |
| Add: Net non-financial assets of foreign subsidiaries | 8,951 | - | - | 8,951 |
| **Net assets** | 4,038 | (688) | 672 | 4,022 |
| **Currency profile including non-financial assets and liabilities** | 4,038 | (688) | 672 | 4,022 |
| **Currency exposure of financial liabilities of net of those denominated in the respective entities functional currencies** | - | (688) | - | (688) |

*31. Financial risk management (Cont'd)*

*(a) Market risk (Cont'd)*

*(i) Currency risk (Cont'd)*

The Company's currency exposure based on the information provided to key management is as follows:

| | SGD $'000 | USD $'000 | Total $'000 |
|---|---|---|---|
| **At 31 March 2012** | | | |
| **Financial assets** | | | |
| Cash and cash equivalents | 170 | - | 170 |
| Trade and other receivables | 36 | - | 36 |
| | 206 | - | 206 |
| **Financial liabilities** | | | |
| Borrowings | (356) | (688) | (1,044) |
| Other financial liabilities | (4,677) | - | (4,677) |
| | (5,033) | (688) | (5,721) |
| **Net financial liabilities** | | | |
| | (4,827) | (688) | (5,515) |
| Add: Net non-financial assets | 8,800 | - | 8,800 |
| Net assets/(liabilities) | 3,973 | (688) | 3,285 |
| **Currency profile including non-financial assets and liabilities** | 3,973 | (688) | 3,285 |
| **Currency exposure of financial liabilities of net of those denominated in the respective entities functional currencies** | - | (688) | (688) |

If the USD change against the SGD by 7% (2012: 7%) with all other variables including tax rate being held constant, the effects arising from the net financial liabilities/asset position will be as follows:

| | Increase / (Decrease) 2013 Loss after tax $'000 | 2012 Loss after tax $'000 |
|---|---|---|
| **Group** | | |
| USD against SGD | | |
| - strengthened | (48) | (39) |
| - weakened | 48 | 39 |
| **Company** | | |
| USD against SGD | | |
| - strengthened | (48) | (40) |
| - weakened | 48 | 40 |

*31. Financial risk management (Cont'd)*

*(a) Market risk (Cont'd)*

**(ii) Price risk**

The Group and the Company is not exposed to significant equity securities price risk.

**(iii) Cash flow and fair value interest rate risks**

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's and the Company's exposure to cash flow interest rate risks arises mainly from non-current variable-rate borrowings. The Group and the Company borrowings at variable rate are denominated mainly in SGD and GBP. If the SGD and GBP interest rates increase/decrease by 0.50% (2012: 0.50%) and 0.50% (2012: 0.50%) respectively with all other variables including tax rate being held constant, the profit after tax will be lower/higher by $600 (2012: $3,000) and $2,200 (2012: $2,000) respectively, as a result of higher/lower interest expense on these borrowings.

**(b) Credit risk**

Credit risk refers to the risk that a counterparty will credit default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and of the Company are bank deposits and trade receivables. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history.

As the Group and Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

| | Company | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Corporate guarantees provided to banks on subsidiaries' loans | 741 | 776 |

The Group's and the Company's major classes of financial assets are trade receivables. The credit risk for trade receivables based on the information provided to key management is as follows:

*31. Financial risk management (Cont'd)*

*(b) Credit risk (Cont'd)*

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| **By geographical areas** | | | | |
| Singapore | 420 | 455 | - | - |
| Malaysia | 382 | 474 | - | - |
| Europe | 767 | 938 | - | - |
| Other countries | - | 63 | - | - |
| | 1,569 | 1,930 | - | - |
| **By types of customers** | | | | |
| Non-related parties: | | | | |
| - Multi-national companies | 93 | 288 | - | - |
| - Government/ municipal councils | 339 | 509 | - | - |
| - Other companies | 1,137 | 1,133 | - | - |
| | 1,569 | 1,930 | - | - |

**(i) Financial assets that are neither past due nor impaired**

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies.Trade receivables that are neither past due nor impaired are substantially companies with a good collection track record with the Group.

**(ii) Financial assets that are past due and/or impaired**

There is no other class of financial assets that is past due and/or impaired except for trade receivables.

The age analysis of trade receivables past due but not impaired is as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Past due 0 to 3 months | 1,347 | 1,674 | - | - |
| Past due 3 to 6 months | 82 | 232 | - | - |
| Past due over 6 months | 140 | 24 | - | - |
| | 1,569 | 1,930 | - | - |

Trade receivables that are past due have not been impaired as the Group is expecting to collect the outstanding amounts after the financial year ended 31 March 2013.

*31. Financial risk management (Cont'd)*

*(b) Credt risk (Cont'd)*

*(ii) Financial assets that are past due and/or impaired (Cont'd)*

The carrying amount of trade receivables individually determined to be impaired and the movements in the related allowance for impairment are as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Gross amount | 164 | 188 | 1,208 | 964 |
| Less: Allowance for impairment | (164) | (188) | (1,208) | (964) |
| | - | - | - | - |
| Beginning of financial year | 188 | 222 | 964 | 875 |
| Currency translation difference | (3) | (2) | - | - |
| Allowance made | - | 53 | 244 | 89 |
| Allowance utilised | - | (82) | - | - |
| Allowance written back | (21) | (3) | - | - |
| End of financial year | 164 | 188 | 1,208 | 964 |

The impairment of trade receivables arise mainly from sales to customers which have suffered significant losses in their operations or/are in process of liquidation.

**(c) Liquidity risk**

The Group and Company manage the liquidity risk by maintaining sufficient cash and marketable securities to enable them to meet their normal operating commitments, having an adequate amount of committed credit facilities (Note 16).

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

| | Less than 1 year | Between 1 and 2 years | Between 2 and 5 years | Over 5 years |
|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 |
| **Group** | | | | |
| **At 31 March 2013** | | | | |
| Trade and other payables | 5,130 | - | - | - |
| Borrowings | 1,811 | 68 | 367 | 784 |
| **At 31 March 2012** | | | | |
| Trade and other payables | 4,371 | - | - | - |
| Borrowings | 158 | 163 | 279 | 848 |

### *31. Financial risk management (Cont'd)*

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

| | Less than 1 year $'000 | Between 1 and 2 years $'000 | Between 2 and 5 years $'000 | Over 5 years $'000 |
|---|---|---|---|---|
| **Company** | | | | |
| **At 31 March 2013** | | | | |
| Trade and other payables | 5,427 | - | - | - |
| Borrowings | 1,316 | - | - | - |
| Financial guarantee contracts | 741 | - | - | - |
| **At 31 March 2012** | | | | |
| Trade and other payables | 4,677 | - | - | - |
| Borrowings | 1,016 | 29 | - | - |
| Financial guarantee contracts | 776 | - | - | - |

### (d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Group's and the Company's strategies are to maintain gearing ratio within 10% to 50% (2012: 10% to 50%) and 10% to 90% (2012: 10% to 90%) respectively.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus trade and other payables less cash and cash equivalents. Total capital is calculated as equity plus net debt.

| | Group | | Company | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| | $'000 | $'000 | $'000 | $'000 |
| Net debt | 7,495 | 6,788 | 6,574 | 5,551 |
| Total equity | 7,456 | 6,169 | 4,022 | 3,285 |
| Total capital | 14,951 | 12,957 | 10,596 | 8,836 |
| Gearing ratio | 50% | 52% | 62% | 63% |

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 March 2012 and 2013.

*31. Financial risk management (Cont'd)*

**(e) Fair value measurements**

The following table presents assets and liabilities measured at fair value and classified by level of the following fair value measurement hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market date (unobservable inputs) (Level 3).

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

### 32. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Directors that are used to make strategic decisions.

The Management considers the business from both a geographical and business segment perspective. Geographically, management manages and monitors the business in the three primary geographic areas: Singapore, Malaysia and the United Kingdom. Singapore and Malaysia are engaged in publishing, exhibition and events, HQ costs and investments whilst United Kingdom is engaged in electric vehicle charging equipment. In addition, the Group discontinued its food and beverage segment in Singapore since the financial year.

*32. Segment information (Cont'd)*

The segment information provided to the Directors for the reportable segments for the financial year ended 31 March 2013 are as follows:

| | Continuing operations | | | | Discontinued operations | |
|---|---|---|---|---|---|---|
| | United Kingdom | Malaysia | Singapore | | Singapore | |
| | Electric vehicle charging equipment | Publishing, exhibition and events | Publishing, exhibition and events | HQ costs and investments | Food and beverage | Total |
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Group** | | | | | | |
| **2013** | | | | | | |
| Sales to external parties | 4,362 | 1,771 | 1,227 | - | - | 7,360 |
| **Segment results** | (608) | (60) | (322) | (4,514) | (89) | (5,593) |
| Other income | 11 | 22 | 29 | 2,033 | 16 | 2,111 |
| Financial expenses – net | (44) | - | - | (134) | - | (178) |
| Loss before income tax | (641) | (38) | (293) | (2,615) | (73) | (3,660) |
| Income tax expense | 43 | - | (13) | (21) | - | 9 |
| **Net (loss)/ profit** | (598) | (38) | (306) | (2,636) | (73) | (3,651) |
| Net loss includes | | | | | | |
| - Depreciation and amortisation | 59 | 23 | - | 97 | - | 179 |
| **Segment assets** | 3,701 | 572 | 715 | 10,523 | 42 | 15,553 |
| Segment assets includes: | | | | | | |
| Additions to property, plant and equipment | 23 | 5 | - | 143 | - | 171 |
| **Segment liabilities** | 2,288 | 285 | 934 | 4,181 | 409 | 8,097 |

*32. Segment information (Cont'd)*

The segment information provided to the Directors for the reportable segments for the financial year ended 31 March 2012 are as follows:

| | Continuing operations | | | | Discontinued operations | |
|---|---|---|---|---|---|---|
| | United Kingdom | Malaysia | Singapore | | Singapore | |
| | Electric vehicle charging equipment | Publishing, exhibition and events | Publishing, exhibition and events | HQ costs and investments | Food and beverage | Total |
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Group** | | | | | | |
| **2012** | | | | | | |
| Sales to external parties | 3,362 | 2,249 | 1,838 | - | 443 | 7,892 |
| **Segment results** | (474) | (46) | (83) | (11,825) | (1,410) | (13,838) |
| Other income | 4 | 65 | 52 | 100 | 26 | 247 |
| Financial expenses – net | (8) | - | - | (16) | - | (24) |
| (Loss)/profit before income tax | (478) | 19 | (31) | (11,741) | (1,384) | (13,615) |
| Income tax expense | (52) | - | (20) | - | - | (72) |
| **Net loss** | (530) | 19 | (51) | (11,741) | (1,384) | (13,687) |
| Net (loss)/profit includes | | | | | | |
| - Depreciation and amortisation | 58 | 28 | 1 | 78 | 200 | 365 |
| **Segment assets** | 3,134 | 785 | 726 | 8,956 | 278 | 13,879 |
| Segment assets includes: | | | | | | |
| Additions to property, plant and equipment | 189 | 6 | - | 147 | 110 | 452 |
| **Segment liabilities** | 2,202 | 585 | 866 | 3,465 | 650 | 7,768 |

The management assesses the performance of the operating segments based on net profit of each segment.

*32. Segment information (Cont'd)*

**Revenue from major products and services**

Revenue from external customers is derived from the publishing, exhibition and events, food and beverage and electric vehicle charging equipment. Breakdown of the revenue is as follows:

| | 2013 | 2012 |
|---|---|---|
| | $'000 | $'000 |
| Publishing, exhibition and events | 2,998 | 4,087 |
| Food and beverage | - | 443 |
| Electric vehicle charging equipment | 4,362 | 3,362 |
| | 7,360 | 7,892 |

**Geographical information**

The Group's three business segments operate in three main geographical areas:

- Singapore – the company is headquartered and has operations in Singapore. The operations in this area are principally the publishing of magazines, exhibition and events and investments holdings;
- Malaysia – the operations in this area are principally the publishing of magazines, exhibition and events, and investments holdings; and
- United Kingdom – the operation in this area are principally the installation of electrobays for electric and plug-in hybrid vehicles.

| | Sales for continuing operations | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Singapore | 1,227 | 1,838 |
| Malaysia | 1,771 | 2,249 |
| United Kingdom | 4,362 | 3,362 |
| | 7,360 | 7,449 |

| | Non-current assets | |
|---|---|---|
| | 2013 | 2012 |
| | $'000 | $'000 |
| Singapore | 8,864 | 9,247 |
| Malaysia | 84 | 42 |
| United Kingdom | 1,177 | 485 |
| | 10,125 | 9,774 |

### 33. BUSINESS COMBINATIONS

**At 31 March 2012**

On 19 July 2011, the Group acquired a 51% equity interest in Elektromotive Limited. The principal activity of Elektromotive Limited is providing technology and engineering solutions for electric vehicle recharging stations.

Details of the consideration paid, the assets acquired and liabilities assumed and the effects on the cash flows of the Group, at the acquisition date, were as follows:

**a) Purchase consideration**

| | $'000 |
|---|---|
| Consideration settled via issuance of shares (Note19) | 15,300 |

**b) Effects on cash flows of the Group**

| | $'000 |
|---|---|
| Cash paid | - |
| Less: Cash and cash equivalents in subsidiaries acquired | (123) |
| **Cash inflow on acquisition** | (123) |

**c) The fair value of identifiable assets acquired and liabilities assumed**

| | $'000 |
|---|---|
| Cash and cash equivalents | 123 |
| Property, plant and equipment | 81 |
| Intangible assets | - |
| Inventories | 442 |
| Trade and other receivables | 1,509 |
| **Total assets** | 2,155 |
| | |
| Trade and other payables | 981 |
| Borrowings | 224 |
| Current income tax liabilities | 37 |
| Deferred income tax liabilities(Note 18) | 28 |
| Total liabilities | 1,270 |
| **Total identifiable net assets** | 885 |
| | |
| Add: Goodwill (Note 14) | 14,849 |
| Non-controlling interests | (434) |
| **Consideration transferred for the business** | 15,300 |

### 33. *Business combinations (Cont'd)*

#### d) Acquisition-related costs

Acquisition-related costs are included in administrative expenses in the consolidated statements of comprehensive income and in operating cash flows in the consolidated statement of cash flows.

#### e) Goodwill

The goodwill of $14,849,000 arising from the acquisition was attributable to new earning streams, leveraging on the established client base, industry reputation and the positive synergies expected to arise from the economies of scale in combining the operations of the Group with those of Elektromotive Limited.

#### f) Revenue and profit contribution

The acquisition of Elektromotive Limited contributed revenue of $3,369,000 and net loss of $472,000 to the Group from the period 20 July 2011 to 31 March 2012.

## 34. EVENTS OCCURRING AFTER BALANCE SHEET DATE

On 7 May 2013, the Company completed a capital reduction exercise for 533,857,370 shares and the issued and paid-up capital of the company after the exercise is $127,940,679.41 divided into 3,579,649,262 shares.

On 13 June 2013, the Company completed the shares consolidation of every ten ordinary shares in the capital of the Company into one consolidated share and warrants consolidation of every ten warrants into one consolidated warrant. The issued and paid-up capital of the Company after the shares consolidation is $127,940,679.41 divided into 357,964,910 shares and the number of warrants outstanding is 508,071,989.

On 1 July 2013, the Company announced that the proposed disposal of Elektromotive Limited which was announced on 13 December 2012 will not be proceeding.

## 35. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 April 2013 or later periods and which the Group has not early adopted:

- Amendments to FRS 1 – Presentation of Items of Other Comprehensive Income (effective for annual periods beginning on or after 1 July 2012)
- FRS 19 (Revised) – Employee Benefits (effective for annual periods beginning on or after 1 January 2013)

*35. New or revised accounting standards and interpretations (Cont'd)*

- FRS 27 (Revised) – Separate Financial Statements (effective for annual periods beginning on or after 1 January 2014)
- FRS 28 (Revised) – Investment in Associates and Joint Ventures (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 32 – Financial Instruments: Offsetting of Financial Assets and Financial Liabilities (effective for annual periods beginning on or after 1 January 2014)
- FRS 110 (New) - Consolidated Financial Statements (effective for annual periods beginning on or after 1 January 2014)
- FRS 111 (New) – Joint Arrangements (effective for annual periods beginning on or after 1 January 2014)
- FRS 112 (New) – Disclosure of Interest in Other Entities (effective for annual periods beginning on or after 1 January 2014)
- FRS 113 (New) – Fair Value Measurement (effective for annual periods beginning on or after 1 January 2013)

The management anticipates that the adoption of the above FRSs, INT FRSs and amendments to FRS in the future periods will not have a material impact on the financial statements of the Group and the Company in the period of their initial adoption.

## TWENTY-ONE LARGEST SHAREHOLDERS AS AT 1 JULY 2013

| S/N | Names of shareholder | No. of shares | % of shares |
|---|---|---|---|
| 1. | Ng Choo Pee | 12,189,800 | 3.41 |
| 2. | Yeong Chun Song | 11,400,000 | 3.18 |
| 3. | Maybank Kim Eng Securities Pte Ltd | 10,002,150 | 2.79 |
| 4. | DBS Vickers Securities (S) Pte Ltd | 9,323,434 | 2.60 |
| 5. | OCBC Securities Private Ltd | 8,521,700 | 2.38 |
| 6. | Philip Securities Pte Ltd | 6,977,945 | 1.95 |
| 7. | Ang Wern Ling Alison | 6,146,500 | 1.72 |
| 8. | Koh Wee Meng | 6,000,000 | 1.68 |
| 9. | UOB Kay Hian Pte Ltd | 5,092,800 | 1.42 |
| 10. | Tan Chong Chai | 5,000,000 | 1.40 |
| 11. | Tan Hiap Seng Nee Low Lak Muay | 5,000,000 | 1.40 |
| 12. | Gregory Carlyon Simmons | 4,329,163 | 1.21 |
| 13. | United Overseas Bank Nominees Pte Ltd | 4,285,895 | 1.20 |
| 14. | DBS Nominees Pte Ltd | 3,931,844 | 1.10 |
| 15. | Tay Wee Kwang | 3,564,000 | 1.00 |
| 16. | Low Ee Hwee | 3,310,000 | 0.92 |
| 17. | Maybank Nominees (Singapore) Pte Ltd | 3,263,400 | 0.91 |
| 18. | OCBC Nominees Singapore Pte Ltd | 3,103,513 | 0.87 |
| 19. | Lee Thiam Seng | 3,081,400 | 0.86 |
| 20. | Tan Lim Hui | 3,000,000 | 0.84 |
| 21. | Teo Lai Wah Timothy | 3,000,000 | 0.84 |
| **Total** | | **120,523,544** | **33.68** |

## DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 1 JULY 2013

| Size of Shareholdings | No. of Shareholders | % | No. of Shares | % |
|---|---|---|---|---|
| 1 – 999 | 2,138 | 31.67 | 560,333 | 0.16 |
| 1,000 – 10,000 | 2,866 | 42.46 | 11,402,331 | 3.19 |
| 10,001 – 1,000,000 | 1,688 | 25.01 | 170,080,988 | 47.51 |
| 1,000,001 and above | 58 | 0.86 | 175,921,258 | 49.14 |
| **Total** | **6,750** | **100.00** | **357,964,910** | **100.00** |

## TWENTY LARGEST WARRANTHOLDERS AS AT 1 JULY 2013

| S/N | Names of shareholder | No. of shares | % of shares |
|---|---|---|---|
| 1. | Edward Lee Ewe Ming | 105,314,000 | 20.73 |
| 2. | Chong Voon Teck | 41,267,700 | 8.12 |
| 3. | Samuel Ng Chee Yong (Samuel Wu Zhiyong) | 31,329,225 | 6.17 |
| 4. | Chiang Kah Boi | 23,517,600 | 4.63 |
| 5. | DBS Vickers Securities (Singapore) Pte Ltd | 13,074,100 | 2.57 |
| 6. | Philip Securities Pte Ltd | 9,959,487 | 1.96 |
| 7. | Teo Lai Wah Timothy | 9,900,000 | 1.95 |
| 8. | Lam Yee Shen | 9,620,000 | 1.89 |
| 9. | Teo Poh Hua Agnes | 8,110,066 | 1.60 |
| 10. | Teo Luck Keng | 8,000,000 | 1.57 |
| 11. | Chua Siew Lian | 7,500,000 | 1.48 |
| 12. | OCBC Securities Private Ltd | 7,195,250 | 1.42 |
| 13. | UOB Kay Hian Pte Ltd | 6,386,050 | 1.26 |
| 14. | Tan Hiap Seng Nee Low Lak Muay | 6,000,000 | 1.18 |
| 15. | Mrs Chau-Chan Sui Yung | 5,000,000 | 0.98 |
| 16. | Wang Qi | 5,000,000 | 0.98 |
| 17. | Tay Wee Kwang | 4,842,000 | 0.95 |
| 18. | Lee Thiam Seng | 4,688,700 | 0.92 |
| 19. | Seng Keng Chwee @ Sim Kim Hong | 4,500,000 | 0.89 |
| 20. | Ang Wern Ling Alison | 4,129,400 | 0.81 |
| **Total** | | **315,333,578** | **62.06** |

# SHAREHOLDING STATISTICS

## DISTRIBUTION OF WARRANTHOLDERS BY SIZE OF WARRANTHOLDINGS AS AT 1 JULY 2013

| Size of Shareholdings | No. of Shareholders | % | No. of Shares | % |
|---|---|---|---|---|
| 1 – 999 | 75 | 7.92 | 13,240 | 0.003 |
| 1,000 – 10,000 | 175 | 18.48 | 845,296 | 0.166 |
| 10,001 – 1,000,000 | 623 | 65.79 | 90,973,430 | 17.906 |
| 1,000,001 and above | 74 | 7.81 | 416,240,023 | 81.925 |
| **Total** | **947** | **100.00** | **508,071,989** | **100.00** |

## SUBSTANTIAL SHAREHOLDERS AS AT 1 JULY 2013

The company does not have any substantial shareholder as at 1 July 2013.

## Rule 723 of Section B: Rules of Catalist of the listing manual of the SGX-ST (the "Rules of Catalist")

As at 1 July 2013, there were 351,978,629 shares in the public as defined in the Rules of Catalist representing approximately 95.78% of the issued share capital of the Company. The Company confirms that Rule 723 is complied with.

## SHARE CAPITAL AS AT 1 JULY 2013

| | | |
|---|---|---|
| Number of shares issued and fully paid | : | 357,964,910 ordinary shares (excluding treasury shares) |
| Number of treasury shares | : | Nil |
| Voting rights | : | One vote per ordinary share (excluding treasury shares) |

**ELEKTROMOTIVE GROUP LIMITED**
(Registration No. 199407135Z)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ELEKTROMOTIVE GROUP LIMITED will be held at 108 Robinson Road Level 11 Finexis Building Singapore 068900 on Wednesday, 31 July 2013 at 11.30 a.m., for the following purposes:

## AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 31 March 2013 and the Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of S$149,950 for the financial year ended 31 March 2013 (2012: S$115,000).
**(Resolution 2)**

3. To re-elect Mr James Ang Ghee Ann, a Director retiring under Article 107 of the Company's Articles of Association. [See Additional Information (i)] **(Resolution 3)**

4. To re-elect Mr Tan Chong Chai, a Director retiring under Article 117 of the Company's Articles of Association. [See Additional Information (ii)] **(Resolution 4)**

5. To re-elect Mr Chou Kong Seng, a Director retiring under Article 117 of the Company's Articles of Association. [See Additional Information (iii)] **(Resolution 5)**

6. To re-elect Mr Roy Ling Chung Yee, a Director retiring under Article 117 of the Company's Articles of Association. [See Additional Information (iv)] **(Resolution 6)**

7. To re-elect Mr Kesavan Nair, a Director retiring under Article 117 of the Company's Articles of Association. [See Additional Information (v)] **(Resolution 7)**

8. To appoint Messrs Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**

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

## AS SPECIAL BUSINESS:

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

10. "SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules under Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") (the "Rules of the Catalist") and notwithstanding the provisions of the Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:

a. (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, "instruments") that may 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 that 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:

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted 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 fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares of the Company shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:

(1) new shares arising from the conversion or exercise of any convertible securities;

(2) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of the Catalist of the SGX-ST; and

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

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of the Catalist of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(iv) 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 (a)]
**(Resolution 9)**

11. "ELEKTROMOTIVE GROUP LIMITED PERFORMANCE SHARE PLAN

That the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (the "Performance Share Plan") and to deliver existing shares (including treasury shares) and pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of shares to be allotted and issued pursuant to the Performance Share Plan and any other share option and/or share incentive schemes of the Company then in force shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding treasury shares of the Company from time to time." [See Explanatory Note (b)]
**(Resolution 10)**

By Order of the Board
Abdul Jabbar Bin Karam Din
Chan Poh Kuan
Joint Company Secretaries

Singapore, 16 July 2013

## ADDITIONAL INFORMATION RELATING TO THE NOTICE OF THE ANNUAL GENERAL MEETING

(i) Item 3 – Re-election of Mr James Ang Ghee Ann, a Director retiring under Article 107 of the Company's Articles of Association.

Mr James Ang Ghee Ann will, upon re-election, continue as a Non-Executive and Non-Independent Director of the Company and a member of the Nominating and Remuneration Committees.

(ii) Item 4 – Re-election of Mr Tan Chong Chai, a Director retiring under Article 117 of the Company's Articles of Association.

Mr Tan Chong Chai will, upon re-election, continue as an Executive Director of the Company.

(iii) Item 5 – Re-election of Mr Chou Kong Seng, a Director retiring under Article 117 of the Company's Articles of Association.

Mr Chou Kong Seng will, upon re-election, continue as the Chairman of the Audit Committee. Mr Chou is considered an Independent Director for the purpose of Rule 704(7) of the Rules of the Catalist of the SGX-ST.

(iv) Item 6 – Re-election of Mr Roy Ling Chung Yee, a Director retiring under Article 117 of the Company's Articles of Association.

Mr Roy Ling Chung Yee will, upon re-election, continue as the Chairman of the Remuneration Committee as well as a member of the Audit and Nominating Committees. Mr Ling is considered an Independent Director for the purpose of Rule 704(7) of the Rules of the Catalist of the SGX-ST.

(v) Item 7 – Re-election of Mr Kesavan Nair, a Director retiring under Article 117 of the Company's Articles of Association.

Mr Kesavan Nair will, upon re-election, continue as the Chairman of the Nominating Committee as well as a member of the Audit and Remuneration Committees. Mr Nair is considered an Independent Director for the purpose of Rule 704(7) of the Rules of the Catalist of the SGX-ST.

Notes:-

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2. The instrument appointing a proxy must be lodged at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building, Singapore 049910 not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.

## EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

(a) Resolution 9 is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 9 (including shares to be issued in pursuance of instruments made or granted) shall not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of fifty per cent (50%) for shares issued other than on a pro rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 9, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 9, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of the Catalist of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

(b) Resolution 10 is to authorise the Directors to offer and grant awards in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (the "Performance Share Plan") and pursuant to Section 161 of the Companies Act, Chapter 50 to allot and issue shares under the Performance Share Plan. The size of the Performance Share Plan is limited to fifteen per cent (15%) of the total number of issued shares excluding treasury shares of the Company for the time being.

**ELEKTROMOTIVE GROUP LIMITED**
(Registration No. 199407135Z)

# PROXY FORM
– Annual General Meeting

**IMPORTANT:**
1. For Investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.

2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, ______________________________ (Name) of ______________________________
(Address) being a member/members of the above Company, hereby appoint:

| Name | Address | NRIC or Passport No. | Percentage of Shareholdings (%) |
|---|---|---|---|
| | | | |

and/or failing him/her (delete as appropriate)

| Name | Address | NRIC or Passport No. | Percentage of Shareholdings (%) |
|---|---|---|---|
| | | | |

or failing him/her the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Annual General Meeting of the Company to be held at 108 Robinson Road, Level 11, Finexis Building Singapore 068900 on Wednesday, 31 July 2013 at 11.30 a.m. and at any adjournment thereof.

The proxy shall vote on the Resolutions set out in the notice of meeting in accordance with my/our directions as indicated with an "x" in the appropriate space below. Where no such direction is given, the proxy may vote or abstain from voting on any matter at the Meeting or at any adjournment thereof.

| No. | Resolutions | For | Against |
|---|---|---|---|
| | **ORDINARY BUSINESS** | | |
| 1. | Adoption of Reports and the Audited Accounts (Resolution 1) | | |
| 2. | Approval of Directors' Fees (Resolution 2) | | |
| 3. | Re-election of Mr James Ang Ghee Ann as a Director under Article 107 of the Company's Articles of Association (Resolution 3) | | |
| 4. | Re-election of Mr Tan Chong Chai as a Director under Article 117 of the Company's Articles of Association (Resolution 4) | | |
| 5. | Re-election of Mr Chou Kong Seng as a Director under Article 117 of the Company's Articles of Association (Resolution 5) | | |
| 6. | Re-election of Mr Roy Ling Chung Yee as a Director under Article 117 of the Company's Articles of Association (Resolution 6) | | |
| 7. | Re-election of Mr Kesavan Nair as a Director under Article 117 of the Company's Articles of Association (Resolution 7) | | |
| 8. | Re-appointment of Messrs Nexia TS Public Accounting Corporation as auditors (Resolution 8) | | |
| 9. | Any other ordinary business | | |
| | **SPECIAL BUSINESS** | | |
| 10. | Authority for Directors to allot and issue new shares pursuant to Section 161 of the Companies Act, Cap. 50 (Resolution 9) | | |
| 11. | Authority for Directors to offer and grant awards and issue shares in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (Resolution 10) | | |

Dated this ____________ day of ____________ 2013

| Total number of Shares in: | |
|---|---|
| (a) CDP Register | |
| (b) Register of Members | |

______________________________
Signature of Shareholder(s)
Or Common Seal of Corporate Shareholder

**IMPORTANT:** Please read notes overleaf.

Please glue and seal along edge

Please glue and seal along edge

Please glue and seal along edge

Please Affix
Postage Stamp
Here

The Company Secretary
**ELEKTROMOTIVE GROUP LIMITED**
9 Battery Road
#15-01 Straits Trading Building
Singapore 049910

1st Fold

**IMPORTANT : PLEASE READ NOTES OVERLEAF**

2nd Fold

**Notes:-**

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company and where there is more than one proxy, the proportion of Shares to be represented by each proxy must be stated.

2. Where a member appoints two proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first-named proxy may be treated as representing 100 per cent of the shareholding and any second-named proxy as alternate to the first-named.

3. This instrument of proxy must be executed by the appointor or his/her duly authorised attorney or, if the appointor is a body corporate or limited liability partnership, signed by a duly authorised attorney or an officer or affixed with its common seal thereto.

4. A body corporate or limited liability partnership which is a member may also appoint by resolution of its directors or other governing body, an authorised representative or representatives in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such body corporate or limited liability partnership.

5. This instrument appointing a proxy or proxies (together with the power of attorney of other authority (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building, Singapore 049910 not less than 48 hours before the time fixed for holding the Annual General Meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

6. Please insert the total number of shares held by you. If you have shares entered against your name on the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy will be deemed to relate to all the shares held by you.

7. The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this instrument of proxy. In addition, in the case of members whose shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company may reject any instrument of proxy lodged if such member is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for the holding of the Annual General Meeting as certified by CDP to the Company.

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**SINGAPORE**
18 Boon Lay Way
#10-96/97 TradeHub21
Singapore 609966
Tel : +65 6292 0300
Fax : +65 6292 1866

**MALAYSIA**
No G-1-26
Jalan Pju 1/45
Aman Suria
47301 Petaling Jaya
Selangor, Malaysia
Tel : +603 7803 9892
Fax : +603 7803 9810

**UNITED KINGDOM**
The Sussex Innovation Centre
Science Park Square
Falmer, Brighton, East Sussex, BN1 9SB
United Kingdom
Tel : +44 1273 704775
Fax : +44 1273 704499