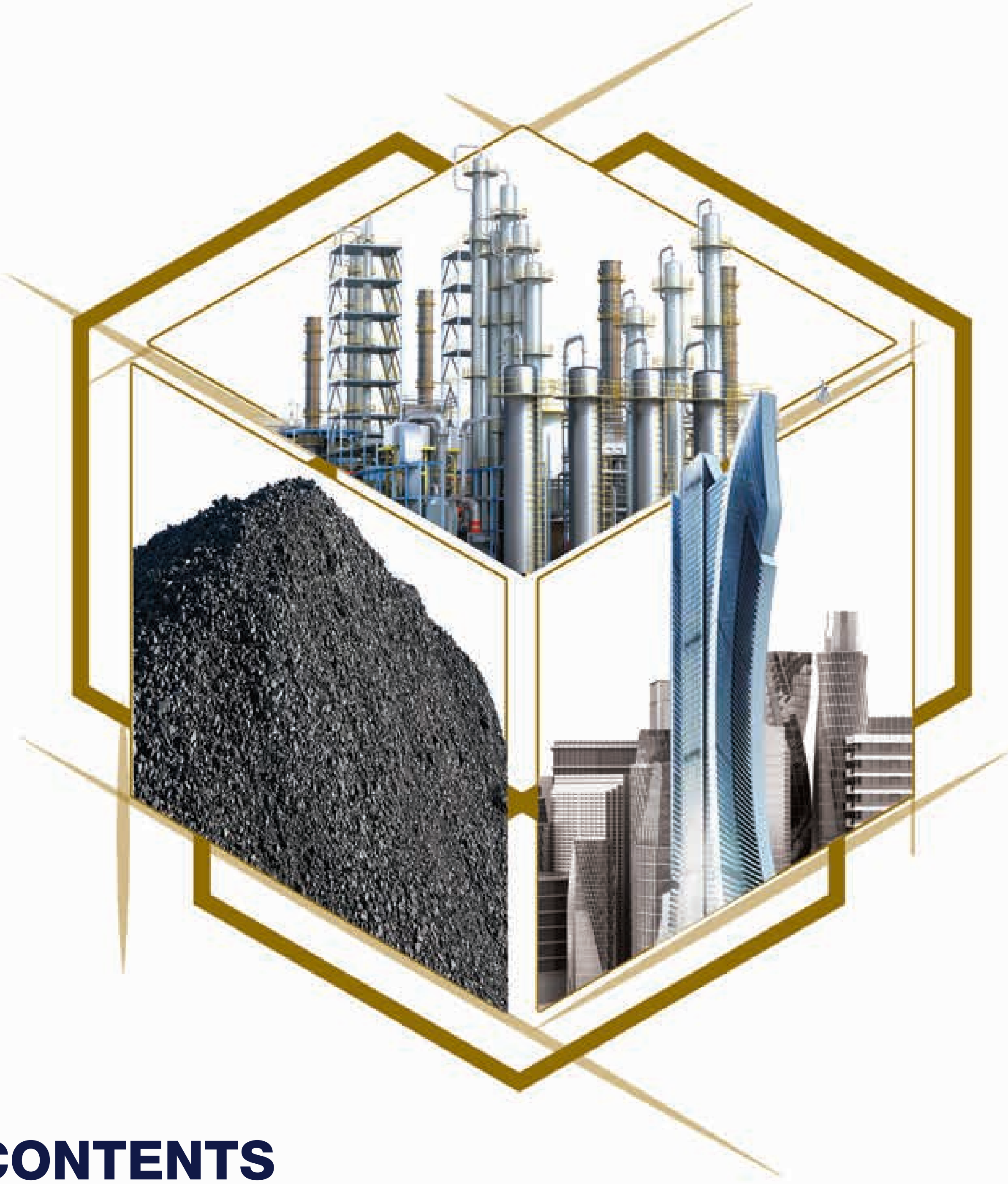
MANHATTAN RESOURCES LIMITED

2019 ANNUAL REPORT



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CEO'S STATEMENT

Dear Shareholders,

THE YEAR IN REVIEW

2019 saw a challenging environment for businesses due to the increased political uncertainty in the world implicated by the trade tensions between the United States and China. We have carefully monitored the trends of the raw material costs and our markets during the process, and took the opportunity to enhance our operation efficiency and cost effectiveness. On a Group level, we have initiated the efforts to enhance the overall financial position to prepare for greater economic headwinds.

On 21 June 2019, we have entered into a novation and debt conversion with SLM Holding Pte. Ltd., Kaiyi Investment Pte. Ltd. and Energy Resource Investment Pte. Ltd. as participating creditors ("Participating Creditors"). Such debt to equity exercise to convert an aggregate loan amount of approximately US$27.2 million payable to the Participating Creditors, if duly approved by our shareholders, is envisaged to enable our Group to have more cash and resources that can be utilised for operation purposes. This will strengthen the Group's balance sheet and anticipated performance of the Group.

We have been making steady progress in our real estate project Ningbo Yinzhou Manhattan Tower ("Ningbo Project"). Construction of the Ningbo Project is being undertaken by Zhong Tian Construction Group Co., Ltd. and works for bored piling and diaphragm walls, which are part of the Pile Foundation works, have been completed. Currently the project team is preparing for the excavation works and is carrying out the last round of testing and rectification works to ensure the quality of the works at this stage. In 2019, we have procured a team of valuable expert support from CapitaLand China to optimize the commercial design, office design and building structure, taking into account the recent market trends to further enhance the economic benefits of the project. The Ningbo Project continues to position itself for the future, enhancing its business plans for long-term competitiveness. I will share more updates on this project a little further down.

The Ningbo Project will be a 56-storey building, which sits on a land area of approximately 24,000 square meter and which will have a built-up area of approximately 250,000 square meter. The Ningbo Project is located in the South Commercial Park of Yingzhou District in Ningbo City and is currently expected to be completed in 2024.

On the shipping segment, the shipping assets continue to contribute to our income stream after the major divestment in 2018 and we are able to operate those assets in a more cost-effective manner. It remains a competitive year for coal and shipping industry. We will assess and if opportunity arises, we may expand our shipping operations.

On the thermal energy segment, we have been continuously providing electricity to the customers in the Kariangau industry area of Balikpapan, East Kalimantan, Indonesia as well as to the Indonesian national power company, PT Perusahaan Listrik Negara (Persero). Our operations team have successfully improved the efficiency level of the plant and we have also expanded our customer base in the region to ensure a more diversified income stream

CEO'S STATEMENT

in 2019. Management will continue to monitor the costs of raw materials and improve the financial performance of the plant. The team is committed to operate PT KP to procure a stable income base for the Group and will continue the efforts to tackle the economic uncertainty that might affect the business in future.

On the mining segment, market conditions in Xinjiang remain very fluid and dynamic as the central government of China have put security as the paramount factor in the policy-making process and the focus of economic development in the region has shifted. It may adversely affect the supply of the work force and raw materials, logistics arrangements, and openness of the market in the region. The Company has considered those factors and put on hold the investment in the mining project owned by Urumqi Jinshi Huilong, 25% shareholding of which are owned by GiantMiner Pte. Ltd. ("Giantminer"). We are of the view that the future economic benefits from future exploitation of the project remains challenging. Nevertheless, we will continue to maintain the validity of the exploration permits of the project as its best efforts.

OUTLOOK

The outbreak of COVID-19 has affected many countries around the world, including Singapore, and is likely to dampen the growth prospects of China and those impacted. Should the COVID-19 outbreak be more widespread, severe and protracted than anticipated, there could be a sharper pullback in global consumption, as well as more prolonged disruptions to global supply chains and production.

Following the update above on the Ningbo Project, for the Group's property development business in the PRC, the investment and operating environment continue to be challenging as a result of the overall slowing down of the economic growth, coupled with increasing market uncertainty and instability. In view of this, the Group intends to recalibrate its risk exposure in the property development segment. In this regard, the Group is planning to seek shareholders' approval for a material dilution of the Company's shareholding interest in Manhattan Property Development Pte. Ltd.

For the Group's power plant business in Indonesia, the financial performance of this business segment will continue to be affected by a combination of economic and industry factors. We will explore the possibility of expansion in the related businesses if opportunity arises. We will continue to monitor the operational efficiency and cost-effectiveness of the Group's power plant.

IN APPRECIATION

Our ability to do good is made possible by a good Management team and associates, as well as supportive shareholders and customers. Over the years, we have made a concerted effort to invest in the right people and capabilities to support our growth and operations. On behalf of the Board, I would like to extend our heartfelt appreciation to our team for their hard work. My deep appreciation too, to all our shareholders and business partners, for your support through the years.

Low Yi Ngo
Chief Executive Officer/Managing Director
2 April 2020

DIRECTORS' INFORMATION

LOW YI NGO

Chief Executive Officer and Managing Director,
Member of Nominating Committee

Mr Low was appointed as Chief Executive Officer and Managing Director in November 2011 and is responsible for the overall business strategy, operations and day-to-day management of the affairs of the Group.

Prior to his current appointment, Mr Low first started off with Bayan Resources as Project Coordinator for the construction of Kalimantan Floating Transfer Station in 2004. Subsequently, he became the Marketing Director of PT Bayan Resources Tbk, a company related to the controlling shareholder of the Company, with a primary responsibility to market Bayan Resources' coal. Mr Low is also a non-executive director of Kangaroo Resources Pty Ltd, a coal mining company in Australia.

Mr Low obtained a Bachelor's degree in Mechanical and Production Engineering from the Nanyang Technological University in 2004.

ELAINE LOW

Non-Executive
Non-Independent Director

Ms Low was appointed to the Board in May 2014 and currently holds several directorships in the medical, education and coal mining industries. She is also an affiliate of Association of Chartered Certified Accountants and a member of the Institute of Singapore Chartered Accountants.

Ms Low graduated with a Master's Degree in Public Policy in 2014 from the National University of Singapore, Lee Kuan Yew School of Public Policy.

DIRECTORS' INFORMATION

OLIVER KHAW KAR HENG

Non-Executive
Non-Independent Director,
Member of Audit and Remuneration Committees

Mr Khaw is the Group's Non-Independent Director and was appointed to the Board in March 2013.

He is currently the Head of Legal/Senior Foreign Counsel of PT Bayan Resources Tbk (a company related to the controlling shareholder of the Company), a position held since 2008. Mr Khaw has previously worked as Group Legal Counsel for LKT Industrial Berhad, a semiconductor equipment manufacturer listed on Bursa Malaysia and was a partner at Lee, Oliver & Gan, a law firm in Kuala Lumpur, Malaysia.

Mr Khaw graduated with a MBA in 2005 from the University of Western Sydney, Australia and with a LL.B (Hons) in 1996 from Anglia Ruskin University, United Kingdom. He was admitted to practice law as a Barrister in UK in 1997 and as an Advocate & Solicitor in Malaysia in 1998.

TUNG ZHIHONG, PAUL

Independent Director,
Chairman of Remuneration and Nominating Committees,
Member of Audit Committee

Mr Tung was appointed to the Board in May 2014 and is currently a Regional Senior Finance Manager with a multinational corporation. Prior to his current role, Mr Tung was an Audit Manager with PricewaterhouseCoopers.

Mr Tung holds a Bachelor of Commerce degree majoring in Financial Accounting, Corporate Finance and Investment Finance from the University of Western Australia.

LEE FOOK CHOON

Independent Director,
Member of Audit, Nominating and Remuneration Committees

Mr Lee is the Group's Independent Director and was appointed to the Board in Oct 2018. He is currently the President (Asia) of Leica Geosystems part of Hexagon, a position held in Jan 2019. Mr Lee has previously worked as Country Manager for Autodesk Malaysia, Singapore & Brunei.

Mr Lee holds a Master in Business Administration (International Business) from RMIT Graduate Business School and Bachelor of Engineer (Hons) from National University of Singapore.

KEY MANAGEMENT

CHANG SZIE HOU
Project Advisor

Mr Chang joined the Company in August 2009 and is responsible for the Group's project development.

Prior to joining, Mr Chang was with Manhattan Kalimantan Investment Pte Ltd in Indonesia from August 2006 to July 2009 in the capacity of Technical Advisor, responsible for the oil and gas exploration work and the development of the Tarakan Offshore Block. Mr Chang also spent a large part of his career in the construction sector and has been actively involved in project management and foundation engineering in Singapore, Malaysia, Indonesia, Thailand, China and Vietnam. Mr Chang is currently a registered professional engineer and a life member of the Institution of Engineer in Singapore.

Mr Chang graduated with a Fellowship Diploma in Civil Engineering from Royal Melbourne Institution of Technology in 1968.

TAN SOON YUN
Deputy Chief Financial Officer

Ms Tan joined the Company in May 2012. She oversees the Group's finance teams and is responsible for the Group's financial matters.

Ms Tan was formerly an Assurance Manager of an international public accounting firm.

Ms Tan obtained her Bachelor of Business Administration degree from the National University of Singapore and is a chartered accountant with Institute of Singapore Chartered Accountants and member of Association of Chartered Certified Accountants.

CHAN MOON KONG
General Manager

Mr Chan joined the Group in March 2017 and is assisting the CEO/Managing Director in overseeing the logistics operations.

Mr Chan had held various senior management positions in the shipping industry over the past 18 years of experience. He started his career with the Sembcorp group and has accumulated more than 30 years of experience in the ship repair, marine and logistics business.

Mr. Chan graduated from the University of London with a Bachelor of Mechanical Engineering (First Class Honours) Degree.

HUANG HUI, LOUISE
Legal Counsel

Ms Huang joined the Group as Regional Legal Counsel in April 2015 and her key responsibilities include overseeing and managing the Group's legal and compliance affairs.

Ms Huang specialises in foreign direct investment (FDI) in PRC, corporate finance and merger and acquisition exercises. Prior to joining the Group, she was heading the legal function of a PRC-focused investment portfolio, and she worked as the Registered Foreign Lawyer with Singapore firms on PRC-related merger and acquisitions, SGX listing and FDI projects.

Ms Huang holds a LLM (Master of Law) in International Business Law from National University of Singapore and a LLB in International Economic Law from East China University of Politics and Law.

KEY MANAGEMENT

KARTHIK SUNDAR

Head of PT Kariangau Power

Mr Karthik Sundar had been part of the management of PT KP prior to the Group's acquisition of PT KP in June 2016. Mr Sundar has over 8 years of experience in the power plant industry. Before joining PT KP, he had worked as project engineer in various power plant companies.

Mr Sundar graduated with a Bachelor of Engineering in Mechanical Engineering from Visvesvaraya Technological University.

CHAN PUI FOH, TERRENCE

Deputy General Manager,
Finance Manager

Mr Chan joined the Group in January 2015 as Finance Manager and is responsible for the financial matters of the Ningbo Project.

Mr Chan was formerly an Assistant Assurance Manager of an international public accounting firm.

Mr Chan graduated from Sunway University College with a Bachelor of Science in Applied Accounting and is also a member of Association of Chartered Certified Accountants.

OPERATIONS AND FINANCIAL REVIEW

INCOME STATEMENT

The Group reported a net attributable loss to equity holders of the Company of S$29.2 million in FY2019 as compared to net profit attributable to equity holders of S$3.7 million in FY2018. The loss in FY2019 included impairment losses of S$23.3 million and share of loss of associate of S$6.5 million. The Group recorded a turnover of S$13.5 million in FY2019 as compared to S$28.1 million in FY2018. The decrease was mainly due to decrease in shipping revenue.

The power plant segment recorded a profit of S$1,000 in FY2019, as compared to a loss of S$3.9 million in FY2018. The gain in FY2019 was mainly due to decrease in coal price in FY2019, less finance costs subsequent to the settlements of loans in 1Q 2019 and an one-off gain in other income of approximately S$2.7 million for the business disruptions claims submitted in 2018. The gain in FY2019 was also partially offset by the increase in operation and maintenance fee.

The shipping segment recorded a net loss of a S$91,000 in FY2019 as compared to a net profit of S$8.2 million in FY2018. In FY2018, the Group recognized a gain of disposal of vessels of approximately S$12 million subsequent to the completion of the disposal of 27 tugs and 25 barges. As a result, there were less vessels undergoing repair in FY2019. In 2019, the Group sold additional 3 tugs and 2 barges and recognised a gain of disposal of S$0.8 million. The shipping segment also recorded interest income on overdue trade receivables of approximately S$0.9 million subsequent to the settlement of invoices.

The property development segment recorded a loss of S$0.1 million in FY2019 as compared to a gain of S$3.4 million in FY2018. In 2018, the property segment recorded a fair value uplift of investment property under construction of approximately S$3.7 million, and foreign exchange gain of S$0.7 million, due to movement of RMB against USD. In FY2019, the property development segment recorded a foreign exchange gain of approximately S$0.4 million.

OPERATIONS AND FINANCIAL REVIEW

FINANCIAL POSITION

Cash and bank deposit remains healthy at S$27.9 million in FY2019 as compared to S$66.2 million in FY2018. The Company borrowed additional loan amounting to US$14.6 million (equivalent to S$19.7 million) from a related company, Kaiyi Investment Pte. Ltd. in 2019 for general working capital and operation purposes (2018: US$2 million (equivalent to S$2.7 million)). The cash outflow in FY2019 was mainly due to repayment of bank loan, payment to Indonesia tax authority for the gain on disposal of vessels in 2018 and 2019, expenditure for fixed assets and property under development and investment property under construction.

As at 31 December 2019, the group's total asset stood at S$194.4 million. The Group's total liabilities decreased from S$112.4 million in FY2018 to S$80.4 million in FY2019 mainly due to repayment of bank loans and payment to trade and other payables. Total equity as at 31 December 2019 for the Group was S$113.9 million and net asset value per ordinary share was 6.05 cents.

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE REPORT

Manhattan Resources Limited (the "Company" or "Manhattan Resources") recognises the importance of good governance in establishing and maintaining an operating environment which serves the interests of all stakeholders.

Both the Board and Management of the Company are committed to achieving a high standard of corporate governance and have always been proactive to promote the spirit of good governance throughout the Company and its subsidiaries.

On 6 August 2018, the Monetary Authority of Singapore (MAS) issued a revised Code of Corporate Governance ("2018 Code") which would apply to annual reports covering financial years commencing from 1 January 2019. Listed companies are required under the Singapore Exchange Listing Rules to disclose their corporate governance practices and give explanations for deviations from the 2018 Code in the Annual Report.

For the financial year ended 31 December 2019, the Company has complied in all material respects with the principles and guidelines set out in the 2018 Code. Where there have been deviations from the 2018 Code, explanations are provided. This report outlines our corporate governance framework with specific reference made to the principles and guidelines of the 2018 Code.

I. BOARD MATTERS

Principle 1: The Board's Conduct of Affairs
Board's Duties and Responsibilities

The board of directors ("Board") oversees the business affairs of the Company and its subsidiaries (collectively, the "Group"). Each director is expected to act in good faith and objectively take decisions in the best interests of the Group. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Group. The principal functions of the Board include the approval of appointment of directors and succession planning process; the setting of strategic plans; the approval of material investments, divestments and funding; overseeing the processes for evaluating the adequacy of internal controls, risk management, financial reporting, compliance and information technology controls; being responsible for corporate governance practices; dealing with matters such as sustainability issues like environmental and social factors as part of its strategic formulation and conflict of interest issues relating to substantial shareholders or directors or interested person transactions or those transactions or matters which require Board's approval under the provisions of the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST") or any applicable regulations as well as reviewing the performance of management and the financial performance of the Group. The Group has in place internal guidelines for financial authorisation and approval limits relating to capital and operating expenditure and specified transactions. All directors are expected to exercise due diligence and independent judgment in dealing with the business affairs of the Group and are obliged to act in good faith and to take objective decisions in the interests of the Group.

The Board has clear policies and procedures for dealing with conflicts of interest. Where a director faces a conflict of interest, he or she discloses and recuses himself or herself from meetings and decisions involving the issue. Where a director has a conflict or potentially conflict of interest in relation to any matter, he/she should immediately declare his/her interest when the conflict-related matter is discussed, unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion. Nonetheless, he/she is to abstain from voting in relation to the conflict related matters.

REPORT ON CORPORATE GOVERNANCE

Directors' Orientation and Training

All newly appointed directors are briefed on the business activities and strategic directions of the Group. Visits are arranged for non-executive directors to acquaint themselves with the Group's major overseas operations. All directors are provided with a Directors' Handbook, which includes coverage of directors' duties and responsibilities and the related requirements under the Singapore Companies Act, Chapter 50 (the "Act"), SGX-ST's Listing Manual and the latest applicable Code of Corporate Governance. On an ongoing basis, the Company updates the directors regarding developments in new laws and regulations or changes in regulatory requirements and financial reporting standards or corporate governance practices or news articles which are relevant to or may affect the businesses of the Group. In addition, the Company encourages the directors to be members of the Singapore Institute of Directors ("SID"), and for them to receive journal updates and training from SID, as well as to attend relevant courses and seminars, so that they can stay abreast and be apprised of developments in the financial, legal and regulatory requirements and the business environment.

For new directors with no prior experience of an issuer listed on SGX-ST, the Company ensures that they undergo training in the roles and responsibilities of a director of a listed company within one year from the date of his appointment to the Board as prescribed by SGX-ST.

The NC will formalise the process for the selection and appointment of directors.

Board Approval

The Group has adopted internal guidelines governing matters that require the Board's approval which have been clearly communicated to the Management. The Group has in place internal guidelines for financial authorisation and approval limits relating to capital and operating expenditure and specified transactions.

Matters which require Board's approval include:

- strategic plans;
- annual budgets and business plan of the Group;
- material acquisition and disposal of assets/investments;
- borrowings;
- corporate/financial restructurings or corporate exercises;
- incorporation of new entities;
- issuance of shares, dividend payout and other return to shareholders;
- risk appetite and risk tolerance for the different categories of risk;
- matters as specified under the SGX-ST's interested person transactions rules;
- announcement of the Group's quarterly and full year results and the release of Annual Reports; and
- any other matters as prescribed under relevant legislations and regulations, as well as the provisions of the Company's Constitution.

REPORT ON CORPORATE GOVERNANCE

Delegation by the Board

To facilitate effective management, certain functions had been delegated to three board committees, namely the Audit Committee ("AC"), Nominating Committee ("NC") and Remuneration Committee ("RC"). Each board committee has its own written terms of reference and whose actions are reported to and monitored by the Board. The Board accepts that while these Committees have the authority to examine particular issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

Composition of Board and Board Committees

As at the date of this report, the Company has five directors, namely:

Name of Director	Board	Board Committee	Date of appointment	Date of last re-election
Low Yi Ngo	Executive Director, CEO and Managing Director	Member of NC	28 November 2011 (Appointed as Non-Executive Director on 10 September 2006)	22 April 2019
Elaine Low	Non-Executive and Non-Independent Director	–	24 April 2017 (Appointed as Executive Director on 2 May 2014)	23 April 2018
Oliver Khaw Kar Heng	Non-Executive and Non-Independent Director	Member of AC and RC	11 March 2013	24 April 2017
Tung Zhihong, Paul	Independent Director	Chairman of RC and NC, Member of AC	2 May 2014	24 April 2017
Lee Fook Choon	Independent Director	Member of AC, RC and NC	18 October 2018	22 April 2019

Note: The details of directors' shareholdings in the Company and its related corporations are disclosed in the "Directors' Statement" section of this annual report.

Board Meetings and Attendance

The Board meets regularly and is provided with relevant updates and information. The Board meets at least on a quarterly basis. The Board Committees meet as required, but usually at least twice each year. Where necessary, Board meetings are convened to deliberate on substantive matters. In addition, directors often make themselves available and accessible to management for discussion and consultation. The Board and Board committees may also make decisions by way of circulating resolutions.

REPORT ON CORPORATE GOVERNANCE

The dates of meetings of all the Board and Board Committee meetings, as well as the Annual General Meeting ("AGM"), are scheduled well in advance each year, in consultation with the Board. When a physical meeting is not possible, timely communication with members of the Board can be achieved through electronic means.

Details of directors' attendance at Board and Board Committees meetings and general meeting(s) held during the financial year ended 31 December 2019 are summarised in the table below:

	Number of meetings attended in 2019				
	Board of Directors	**Audit Committee**	**Remuneration Committee**	**Nominating Committee**	**General Meeting**
Meetings held in 2019	4	4	2	1	1*
Name of Director					
Low Yi Ngo	3	NA	NA	1	1
Elaine Low	4	NA	NA	NA	1
Oliver Khaw Kar Heng	3	3	2	NA	1
Tung Zhihong, Paul	4	4	2	1	0
Lee Fook Choon	3	3	2	1	1

NA Not applicable
* Annual General Meeting

Multiple Board Representations

All directors are required to declare their board representations. When a director has multiple board representation, the NC will consider whether the director is able to adequately carry out his/her duties as a director of the Company, taking into consideration the director's number of listed company board representations and other principal commitments.

The Board has prescribed that each Board member should not hold more than six board representations in public listed companies. The NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company. Board and Board Committee meetings are scheduled in advance to facilitate the Directors' scheduling of their commitments.

Access to Information and Access to Management and Company Secretary

Management, including the executive director, keeps the Board apprised of the Group's operations and performance through updates and reports as well as through informal discussions. Prior to the meetings of the Board or Board Committees, directors are provided, where appropriate, with management information to enable them to be prepared for the meetings. On an ongoing basis, all Board members have full and free access to management, the Company Secretary and any information the Board requires. If required, the Board has access to independent professional advice to assist them to fulfil their responsibilities and duties.

At Board meetings, the Board receives quarterly financial statements, annual budgets and explanation to material variances. The strategies and forecast for the following months are also discussed and approved as appropriate. The Board is also provided with updates on the relevant new legislation, regulations and changing commercial risks in the Group's operating environment through regular meetings.

REPORT ON CORPORATE GOVERNANCE

Principle 2: Board Composition and Guidance

Mr Oliver Khaw Kar Heng is the Head of Legal/Senior Foreign Counsel of PT Bayan Resources Tbk. Although PT Bayan Resources Tbk is related to the controlling shareholder of the Company, Dato' Dr. Low Tuck Kwong, Mr Oliver Khaw Kar Heng is not by definition 'directly associated' to the controlling shareholder as he is not under any obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the controlling shareholder. Therefore, he may be considered independent. However, in the interest of good corporate governance, the NC has adopted the view that Mr Oliver Khaw is not to be considered independent. Mr Low Yi Ngo, the Chief Executive Officer and Managing Director and Ms Elaine Low, Non-Executive and Non-Independent Director of the Company, are the children of the controlling shareholder. The two independent directors on the Board are Mr Lee Fook Choon and Mr Tung Zhihong, Paul.

The independent directors and their immediate family members have no relationship with Manhattan Resources Limited, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgment with a view to the best interests of Manhattan Resources Limited.

None of the independent directors have served the Company for a period exceeding nine years.

The Board comprises members who have extensive experience in accounting, financial services, engineering and legal sectors. The composition of the Board has an appropriate balance and diversity of skills, experience, gender and knowledge of the Company. The profiles of the directors are set out on pages 3 to 4 of this Annual Report.

The Board comprises five members, two of whom are independent. The Board is able to exercise objective judgment in the interests of the Group. No individual or group of individuals dominates the Board's decision-making process. Where a director has a conflict or potential conflict of interest in relation to any matter, he/she is to abstain from voting on the resolution. The Company has complied with the relevant provisions as a majority of the Board members are non-executive.

The views and opinions of the non-executive directors provide alternative perspectives to the Group's business and they bring independent judgment on business activities and transactions involving conflicts of interest and other complexities.

During FY2019, the non-executive directors met without the presence of Management formally in Board Committee meetings and informally on an ad hoc basis at various times throughout the year. Formal meetings are recorded by minutes that are available to all Board members. One of the Directors who attended an ad hoc meeting will be assigned to provide feedback to the other Directors on relevant issues arising from the discussion.

Principle 3: Chairman and Chief Executive Officer

The Chief Executive Officer is responsible for the execution of the Group's strategies and the day-to-day operations of the Company and the overall performance of the Group.

The Board continues to search for a suitable candidate for the position of Chairman. The Board is of the view that with the experience and knowledge of its current members, the Board will continue to uphold high standards of corporate governance and objective judgement on the corporate affairs of the Company.

REPORT ON CORPORATE GOVERNANCE

Principle 4: Board Membership
NC Composition and Role

The members of the NC as at the date of this report are as follows:

Tung Zhihong, Paul	Chairman
Low Yi Ngo	Member
Lee Fook Choon	Member

A majority of the NC members are independent, including the NC Chairman and are not related to any substantial shareholders of the Company.

Under its terms of reference, the NC is responsible for reviewing the Board's composition and effectiveness and makes recommendations to the Board on all Board and Board Committee appointments. It is responsible for the nomination of directors for re-election and also reviews the independence of each director on an annual basis. The NC will also review Board succession plans for directors, in particular the CEO and the continued search for a Board Chairman.

In recommending new directors, if any, the NC relies mainly on the contacts and network of the entire Board. However, the NC may engage the services of external recruitment companies, if necessary. In nominating new directors, consideration is given to the integrity, skills and experience of the candidates and the overall composition of the Board.

In the process for selection, appointment and re-appointment of directors, the NC will also consider factors such as composition and progressive renewal of the Board and each director's competencies, commitment and performance.

The NC is charged with determining the independence of the directors as set out under Principle 1 above.

The Board has prescribed that each Board member should not hold more than six board representations in public listed companies. The NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company. Board and Board Committee meetings are scheduled in advance to facilitate the Directors' scheduling of their commitments.

All directors should be required to submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years. The Company's Constitution requires one-third, or the number nearest to but not less than one-third, of the Directors, including the person holding the office of Managing Director (or an equivalent appointment however described), to retire from office. The Directors to retire every year are those who have been longest in office since their last election or appointment. No Director stays in office for more than three years without being re-elected by shareholders. In addition, a newly appointed Director will hold office only until the next annual general meeting at which he/she will be eligible for re-election.

The Directors retiring under regulation 101 of the Company's Constitution at the forthcoming AGM of the Company are Mr Oliver Khaw Kar Heng and Mr Tung Zhihong, Paul.

REPORT ON CORPORATE GOVERNANCE

If re-elected as a Director of the Company, Mr Oliver Khaw Kar Heng will remain as a member of each of the Audit Committee and Remuneration Committee. Mr Tung Zhihong, Paul will remain as a Chairman of the each of the Remuneration and Nominating Committee and a member of Audit Committee.

Each member of the NC abstains from voting on any resolution, making any recommendation and/or participating in respect of matters in which he/she is interested in.

The NC has used circular resolutions in writing to sanction decisions, as and when necessary.

Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, the information relating to the retiring Directors as set out in Appendix 7.4.1 of the Listing Manual of SGX-ST is disclosed below:

Name of Director	**Oliver Khaw Kar Heng**	**Tung Zhihong, Paul**
Date of Appointment	11 March 2013	2 May 2014
Date of last re-appointment (if applicable)	24 April 2017	24 April 2017
Age	45	40
Country of principal residence	Indonesia	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	After reviewing the recommendations made by the Nominating Committee, the Board of Directors is of the view that based on Mr Khaw's qualification, experience and overall contribution, he will be able to add legal experience and expertise to the Board.	After reviewing the recommendations made by the Nominating Committee, the Board of Directors is of the view that based on Mr Tung's qualification, experience and overall contribution, he will be able to contribute positively to the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive and Non-Independent.	Non-Executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Non-Independent Director, Member of Remuneration Committee and Audit Committee	Independent Director, Chairman of Nominating Committee and Remuneration Committee and Member of Audit Committee
Professional qualifications	Master in Business Administration and Bachelor of Law (Hons)	Bachelor of Commerce
Working experience and occupation(s) during the past 10 years	2008 to Present: PT Bayan Resources Tbk, Head of Legal/ Senior Foreign Counsel	2006-2012: Audit Manager, PricewaterhouseCoopers Singapore 2012-present: Senior Finance Manager (APAC), Octagon Sports & Entertainment Marketing, a member of the The Interpublic Group, Inc

REPORT ON CORPORATE GOVERNANCE

Name of Director	Oliver Khaw Kar Heng	Tung Zhihong, Paul
Shareholding interest in the listed issuer and its subsidiaries	NIL	NIL
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	NIL	NIL
Conflict of interest (including any competing business)	NIL	NIL
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships		
Past (for the last 5 years)	NIL	NIL
Present	PT Bayan Resources Tbk	Octagon Sports & Entertainment Marketing, a member of The Interpublic Group, Inc
Disclosure applicable to the appointment of Director only		
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable, as this relates to re-appointment of director.	Not applicable, as this relates to re-appointment of director.
Undertaking (in the format set out in Appendix 7.7) under the Rule 720(1) has been submitted to the listed issuer	Yes	Yes

REPORT ON CORPORATE GOVERNANCE

Principle 5: Board Performance

The Group's activities include the provision of coal transportation services in Indonesia, and the operations and maintenance of power plants in Indonesia. The Company is also involved in property development in China with the construction of its building in Ningbo, China.

The Board believes its performance would be judged based on the Group's ability to manage the operations of the coal transportation activities and power plants in an efficient manner and to seek new investment opportunities to enhance shareholders' value. Updates on progress of projects are made at formal Board meetings. Regular discussions are also held between management and directors who offer their views and guidance on the matters.

The Board, based on the recommendation of the NC, recognises the need for regular reviews and evaluations of the effectiveness of the Board as a whole and the effectiveness of individual directors.

During the financial year, all directors are requested to complete a Board Evaluation Questionnaire which are collated and presented to the NC for review before submitting to the Board to determine actions required to improve the effectiveness of the Board and Committees of the Board as a whole. Taking into account the board size and composition, the NC is of the opinion that the evaluation of the Board as a whole and its Committees would suffice to assess the effectiveness and performance of the Board, its Committees and directors.

In evaluating the contribution and performance of the Board, its Board Committees and directors, the NC takes into consideration a number of factors including attendance, preparedness and participation in decision-making.

II. REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies
Principle 7: Level and Mix of Remuneration
RC Composition and Role

The members of the RC as at the date of this report are as follows:

Tung Zhihong, Paul	Chairman
Oliver Khaw Kar Heng	Member
Lee Fook Choon	Member

A majority of the RC members, including the RC Chairman, are independent.

The role of the RC is to review and make recommendations to the Board on the remuneration package of each executive director and key management personnel. The RC also recommends the level of fees for directors and Board Committee members which are subject to the approval of shareholders. No director is involved in the deliberation of his own remuneration or fee level. Where necessary, independent professional advice on the framework for remuneration packages may be sought by the RC.

REPORT ON CORPORATE GOVERNANCE

In recommending the remuneration packages of the executive director and key management personnel, the RC is largely guided by the financial performance of the Company and the Group. It believes that the remuneration level should be competitive and sufficient to attract, retain and motivate the executive director and key management personnel. In the prior financial year, the remuneration package of the executive director comprised a fixed base salary and 13th-month annual wage supplement. No performance-related or incentive bonus was paid to the executive director. Having reviewed and considered the variable components of the service contracts of the executive director and the key management personnel, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions to allow the Company to reclaim incentive components of their remuneration paid in prior years in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss. The Chief Executive Officer/ Managing Director has entered into an employment agreement with the Company. The RC has reviewed the termination clause of the executive director and key management personnel's contract of service and found them to be fair, reasonable and are in line with market practice.

The Company's remuneration policy may be amended to take into account the overall performance of the Company, the meeting of key targets, shareholders' value enhancement and individual performance.

Disclosure of Remuneration

Taking note of the highly competitive industry conditions and pressure in talent market and the sensitivity and confidentiality of remuneration matters, the Board decided not to disclose the remuneration of each individual director and the total remuneration of the top five key executive officers (who are not directors) of the Group, including names of the top key executives. The Board is of the view that disclosure of such information would not be in the interests of the Company as such information is confidential and sensitive, and could be exploited by competitors. The Company needs to maintain stability in the management team.

The remuneration of the directors and the top five executives (who are not directors), is set out below:

(a) The table below shows a breakdown (in percentage terms) of the average remuneration of directors, which fall within broad bands, for the financial year ended 31 December 2019:

Directors of the Company	Salary %	Bonus %	Allowance %	Director's fee %
Below S$250,000:				
Elaine Low	–	–	–	100
Oliver Khaw Kar Heng	–	–	–	100
Tung Zhihong, Paul	–	–	–	100
Lee Fook Choon	–	–	–	100
S$250,000 to S$499,999:				
Low Yi Ngo	90	8	2	–

REPORT ON CORPORATE GOVERNANCE

(b) The remuneration paid to the top five key executives (who are not directors) for the financial year ended 31 December 2019 is as follows:

Remuneration Band	Number
Below $250,000	5

There is no immediate family member (as defined in the Listing Manual of SGX-ST) of a director or the Chief Executive Officer in the employment of the Company whose annual remuneration exceeds S$50,000 during the financial year ended 31 December 2019.

For the financial year ended 31 December 2019, there was no termination, retirement and post employment benefits granted to directors, the Chief Executive Officer and the key management personnel other than the standard contractual notice period termination payment in lieu of service.

III. ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls
Accountability

There are comprehensive management reporting disciplines and structured financial approval authorities to govern the implementation of agreed Company's and Group's policies and Board's decisions, and the day-to-day management of the Group's operating units.

For effective monitoring of the Group's business and affairs, management and financial information are provided to the Board for review at quarterly Board meetings. This information includes disclosure documents, quarterly results, forecasts for profit and cash flow, working capital and funding levels, compared to approved budgets and the corresponding prior financial periods' results, where applicable. In addition, the Company adopts a policy which welcomes directors to request for further explanations, briefings or informal discussions on any aspect of the Group's operations or business from management.

Principle 10: Audit Committee

The members of the AC as at the date of this report are as follows:

Oliver Khaw Kar Heng	Member
Tung Zhihong, Paul	Member
Lee Fook Choon	Member

A majority of the AC members are independent. Mr Oliver Khaw Kar Heng, Mr Tung Zhihong, Paul and Mr Lee Fook Choon have the requisite expertise or experience to discharge their responsibility as members of the AC.

REPORT ON CORPORATE GOVERNANCE

The duties of the AC include:

(a) reviewing the audit plans of the internal and external auditors of the Company and reviewing the internal auditor's evaluation of the adequacy of the Company's and Group's system of internal accounting controls and the assistance given by the Company's and Group's management to the internal and external auditors;

(b) reviewing the quarterly and full year financial statements before their announcements;

(c) reviewing the annual financial statements and the external auditor's report on the annual financial statements of the Company and the Group before their submission to the Board;

(d) reviewing the effectiveness of the Company's and Group's material internal controls, including financial, operational and compliance controls, information technology controls and risk management policies and systems;

(e) meeting with the internal and external auditors, other committees and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;

(f) reviewing legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programs and any reports received from regulators;

(g) reviewing the effectiveness of the internal audit function;

(h) reviewing the cost effectiveness, independence and objectivity of the external auditor and the nature and extent of non-audit services provided by the external auditor;

(i) reviewing the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company and the Group and any formal announcements relating to their financial performance;

(j) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor and reviewing the scope and results of the audit;

(k) reviewing, monitoring and advising the Board on the Company's and Group's overall risk exposures, tolerance and strategy;

(l) reviewing the Company's and Group's overall risk assessment, framework, processes and methodology;

(m) reporting actions and minutes of the AC to the Board with such recommendations as the AC considers appropriate; and

(n) reviewing interested person transactions in accordance with the requirements of SGX-ST's Listing Manual.

REPORT ON CORPORATE GOVERNANCE

The AC has the power to conduct investigations in accordance with the AC's written terms of reference and has full access to and co-operation from management as well as direct access to the Company's external auditor. In discharging its duties, the AC may seek independent advice at the expense of the Company.

The AC is kept abreast by the Management and the external auditors of changes to accounting standards which have impact on the Group's consolidated financial statements.

Following discussions with management and the external auditors, significant issues that impact the financial statements for the year ended 31 December 2019 were identified and included in the Independent Auditor's Report to the Members of the Company under "Key Audit Matters". In the review of the financial statements for the year ended 31 December 2019, the AC had obtained an understanding on the work performed by external auditors and management's assessment of the various key audit matters. The AC is satisfied that these issues including the impairment of investment in associate, impairment of power plant and valuation of investment properties have been properly dealt with and concurred with management's assessment and conclusion of the key audit matters.

The AC meets with both the internal and external auditors without the presence of management at least once a year to review the overall scope of the internal and external audits and assistance given by management to both the internal and external auditors. During the financial year ended 31 December 2019, an amount of S$193,000 and S$10,000 was paid/payable to the Company's external auditor for audit fee and non-audit services. In the opinion of the AC, the nature and extent of these non-audit services did not prejudice the independence and objectivity of the Company's external auditor.

The AC has recommended to the Board that Ernst & Young LLP be nominated for re-appointment as auditor at the forthcoming AGM of the Company.

The AC does not comprise former partners or directors of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

In appointing the auditing firms for the Company and its subsidiaries, we have complied with Rules 712 and 715 of the Listing Manual of SGX-ST.

The AC has adopted a whistle-blowing policy to encourage and to provide a channel for stakeholders to report and to raise, in good faith and in confidence, their concerns about possible improprieties in matters of financial reporting and other matters. An email address has been created to receive any whistle-blowing concerns and stakeholders are invited to write to ACchairman@manhattan.sg.

REPORT ON CORPORATE GOVERNANCE

Internal Audit

Risk Management and Internal Controls

The Group continues to reinforce its internal controls (including financial, operational, compliance and information technology) and risk management systems designed to provide reasonable assurance with regard to the keeping of proper accounting records, integrity and reliability of its financial information and safeguarding the Group's assets. The management has further strengthened its human resources to support the internal controls and risk management systems review initiatives and to implement revised policies and procedures.

The AC annually evaluates the findings of the internal auditor on the internal controls. In addition, it also evaluates the observations and recommendations by the external auditor on any material internal control weaknesses which have come to its attention in the course of its statutory audit. On an ad-hoc basis as warranted by particular circumstances, the AC may commission professional independent reviews of the operations of the Company and its subsidiaries and evaluates the results of such professional independent reviews. The evaluation assists the Board in developing policies that enhances the controls and operating systems of the Company and the Group.

The Board, with the assistance from the AC, is responsible for reviewing the appropriateness of framework and policies for managing risks, setting the risk appetite of the Company and the Group, reviewing key risks identified at business unit levels and their related risk treatment plans.

Management has implemented a formalised risk management framework, under the guidance of AC, for the identification, treatment, monitoring and reporting of risks. The AC shall also review and discuss risk management matters at least twice a year. A risk self-assessment exercise was conducted at business unit level and a risk register with risk treatment plans was identified. Arising from these risk management activities, the Company and the Group have adopted a set of more stream-lined and comprehensive guidelines for approval limits and delegation of authorities, investment approval and documentation requirements, as well as project status reporting. The AC and the Board are not aware of any matter which suggests that key risks are not being satisfactorily managed.

The Group's financial risk management objectives and policies are discussed further in Note 31 to the financial statements.

The Board has obtained a written confirmation from the CEO and deputy CFO that:

(a) the financial records of the Group have been properly maintained and the financial statements for the year ended 31 December 2019 give a true and fair view of the Group's operations and finances, and

(b) the system of risk management and internal controls in place within the Group is adequate and effective in addressing the material risks in the Company and the Group in its current business environment.

REPORT ON CORPORATE GOVERNANCE

The AC reviews the assurance from the CEO and the deputy CFO on the financial records and financial statements.

Based on the internal controls established and maintained by the Company and the Group, the work performed by the internal auditors and statutory audits by the external auditors, and reviews performed by management, Board Committees and the Board, it is the opinion of the Board and AC that the internal controls (including financial, operational, compliance and information technology) and risk management systems, are adequate and effective in meeting the current scopes of the Company's and the Group's operations in the prevailing business environment in all material aspects. However, the Board acknowledges that no system can provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, fraud or other irregularities.

The Board will continually review and improve the internal controls and risk management systems of the Company and the Group on an on-going basis.

The internal audit function is outsourced to Crowe Horwath First Trust Risk Advisory Pte Ltd.

The primary objectives of the internal audit function are to assess if adequate systems of internal controls are in place to safeguard shareholders' investments and the Group's assets and to ensure that such control procedures are continuously complied with. The internal auditor reports to the AC. During the financial year ended 31 December 2019, the outsourced internal audit function has carried out internal audit in accordance with the internal audit plan approved by the AC. The AC has reviewed and discussed the findings from internal audit with the internal auditor.

The AC has considered the internal audit function to be independent, effective and adequately resourced.

IV. SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings
Principle 12: Engagement with Shareholders

The Board is mindful of its obligation to provide timely and relevant information to shareholders.

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

Timely disclosure of material information is carried out in accordance with the requirements of the Listing Manual of the SGX-ST. The Company's results and annual reports are released on the SGXNET. A copy of the Company's Annual Report and Notice of AGM are also sent to every shareholder.

All material information on the performance and development of the Group and of the Company is disclosed in a timely, accurate and comprehensive manner through SGXNET, press releases and the Company's website. The Company does not practice selective disclosure of material information. All materials on the quarterly and full year financial results are available on the Company's website – www.manhattan.sg. The comprehensive website, which is updated regularly, contains various information on the Group and the Company which serves as an important resource for investors and all stakeholders. Shareholders with questions may contact the Company at 133 New Bridge Road #18-09 Chinatown Point Singapore 059413 (Contact Number: +65-6345 0777, Email Address: information@manhattan.sg).

REPORT ON CORPORATE GOVERNANCE

Shareholders are encouraged to attend and participate at the Company's AGMs to ensure a high level of accountability. The AGM is the principal forum for dialogue with shareholders. The Board welcomes the views of shareholders on matters affecting the Company.

Members of the Board and Senior Management are in attendance at general meetings. The attendance of directors at the annual general meeting held in 2019 is set out under Principle 1 above. The external auditor is also present to address shareholders' queries about the conduct of the audit and the preparation and content of the auditor's report.

The Group encourages shareholder participation at general meetings. A shareholder who is entitled to attend and vote may appoint not more than two proxies. For shareholders who hold shares through nominees such as CPF and custodian banks, they are able to attend and vote at general meetings under the multiple proxy regime.

The Company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting.

The Company would prepare minutes of general meetings, which include substantial and relevant comments and questions raised by shareholders, together with responses from the Board and the Management, and would be available on the Company's website as soon as practicable.

Dividend policy

The Board aims to declare and pay annual dividend. The form, frequency and amount of dividends each year will take into consideration the Group's financial performance, cash position, cash flow generated from operations, projected capital requirements for business growth, general global economic conditions and other factors as the Board may deem appropriate.

No dividend has been declared or recommended for FY2019 as the Company continued to record accumulated losses as at 31 December 2019.

V. MANAGING STAKEHOLDERS RELATIONSHIPS

Principle 13: Engagement with Stakeholders

The stakeholders have been identified as those who are impacted by the Group's business and operations and those who are similarly are able to impact the Group's business and operations.

Four stakeholders groups have been identified through an assessment of their significance to the business operations. They are namely, employees, investors, regulators and customers.

The Company maintains a corporate website at http://www.manhattan.sg to communicate and engage with stakeholders.

REPORT ON CORPORATE GOVERNANCE

VI. OTHER CORPORATE GOVERNANCE MATTERS

Sustainability Statement

The Group recognises the growing importance of sustainable growth and how such sustainability practices impact our various stakeholders. We maintain regular engagement with our key stakeholders who have significant influence on our business and to whom our business impacts most. Their needs and concerns are important in helping us understand the accountability of our business actions and improve our decision making. We focus our efforts on addressing their key interests while striving for operational efficiency in order to create long-term sustainable growth for the Group and our stakeholders.

The Company has undertaken a process to determine the environmental, social and governance (ESG) issues which are important to these stakeholders. These issues form the materiality matrix upon which targets, performance and progress are reviewed and endorsed by the Board annually.

Having identified the stakeholders and the material issues, the Company has mapped out the key areas of focus in relation to the management of the respective stakeholder relationships.

The Company has published its sustainability reports for FY 2017 and FY 2018 on the SGXnet and the Company's website. The FY 2019 sustainability report will be available on the SGXnet and the Company's website by 31 May 2020. Shareholders are encouraged to refer to the sustainability reports for further details.

Dealing in Securities

The Group has adopted a policy to govern conduct in the dealing of the securities of the Company for directors and officers, in accordance with the Listing Manual of SGX-ST. Under this policy, directors and officers are prohibited from dealing in the securities of the Company (i) on short-term considerations, (ii) during the period commencing one month before the announcement of the Company's full-year financial results and two weeks before the release of quarterly financial results ("Blackout Period"), and (iii) when they are in possession of unpublished price-sensitive information.

In addition, two weeks before the release of the Company's quarterly financial results and one month before the release of the Company's full-year financial results, an email is sent to the Company's and Group's directors and employees reminding them of the Blackout Period; and prohibition to trade any time they are in possession of unpublished material price-sensitive information and on short-term considerations.

REPORT ON CORPORATE GOVERNANCE

Interested Person Transactions ("IPTs")

Interested person transactions carried out during the financial year which fall under Chapter 9 of the Listing Manual of the SGX-ST are as follows:

Name of interested person	Aggregate value of all IPTs during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual) S$'000	Aggregate value of all IPTs under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than S$100,000) S$'000
Kaiyi Investment Pte. Ltd.		
Lease of office premises	–	(159)
PT Dermaga Perkasapratama		
Sale of electricity	5,018	–

Use of proceeds

Proceeds raised from the rights issue exercise in 2018 have not been disbursed as of the date of this report.

DIRECTORS' STATEMENT

The directors present their statement to the members together with the audited consolidated financial statements of Manhattan Resources Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2019.

OPINION OF THE DIRECTORS

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

(b) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Low Yi Ngo
Elaine Low
Oliver Khaw Kar Heng
Tung Zhihong, Paul
Lee Fook Choon

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares and share options of the Company, as stated below:

	Direct interest		Deemed interest	
Name of directors	**At beginning of financial year**	**At end of financial year**	**At beginning of financial year**	**At end of financial year**
The Company				
Ordinary shares				
Low Yi Ngo	5,341,200	5,341,200	–	–
Lee Fook Choon	300,900	300,900	–	–
Subsidiaries				
Manhattan Property Development Pte. Ltd.				
Ordinary shares				
Low Yi Ngo(1)	–	–	49	49
Elaine Low(2)	–	–	49	49
Manhattan Resources (Ningbo) Property Limited				
Share equity				
Low Yi Ngo(3)	–	–	49%	49%
Elaine Low(4)	–	–	49%	49%
PT Kariangau Power				
Share equity				
Elaine Low(5)	–	–	6.58%	6.58%

(1) Low Yi Ngo is deemed to have an interest in the 49 ordinary shares held by Kaiyi Investment Pte. Ltd. through his 36% interest in Kaiyi Investment Pte. Ltd.

(2) Elaine Low is deemed to have an interest in the 49 ordinary shares held by Kaiyi Investment Pte. Ltd. through her 36% interest in Kaiyi Investment Pte. Ltd.

(3) Low Yi Ngo is deemed to have an interest in 49% of the equity held by Kaiyi Investment Pte. Ltd. through his 36% interest in Kaiyi Investment Pte. Ltd.

(4) Elaine Low is deemed to have an interest in 49% of the equity held by Kaiyi Investment Pte. Ltd. through her 36% interest in Kaiyi Investment Pte. Ltd.

(5) Elaine Low is deemed to have an interest in 6.58% of the equity held by Gallant Power Pte. Ltd. through her 100% interest in Gallant Power Pte. Ltd.

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONT'D)

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2020.

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

OPTION AND PERFORMANCE SHARE PLANS

At an Extraordinary General Meeting held on 16 September 2008, shareholders approved the adoption of two share based incentive plans, Manhattan Resources Share Option Scheme ("Option Scheme") and Manhattan Resources Performance Share Scheme ("Share Scheme"), for the grant of non-transferable options and the issuance of shares to eligible participants, respectively. The Option Scheme and Share Scheme had expired on 15 September 2018.

The Remuneration Committee has been given the responsibility to administer both the Option Scheme and Share Scheme.

On 24 February 2009, the Company granted 4,365,000 share options under the Option Scheme.

These options are exercisable between the period from 24 February 2010 to 23 February 2019 at the exercise price of $0.48.

Since the commencement of the Option Scheme and Share Scheme till the end of the financial year:

- No options and shares have been granted to the controlling shareholders of the Company and their associates;

- No participant has received 5% or more of the total options available under the Option Scheme;

- No options and shares have been granted to directors and employees of the subsidiaries;

- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted; and

- No options and shares have been granted at a discount.

All options had expired on 23 February 2019 and none of them were exercised.

AUDIT COMMITTEE

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act, Chapter 50. The functions performed are detailed in the Report on Corporate Governance set out in the Annual Report of the Company.

DIRECTORS' STATEMENT

AUDITOR

Ernst & Young LLP have expressed their willingness to accept reappointment as auditor.

On behalf of the board of directors,

Low Yi Ngo
Director

Tung Zhihong, Paul
Director

Singapore
2 April 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MANHATTAN RESOURCES LIMITED

OPINION

We have audited the financial statements of Manhattan Resources Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2019, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) (the "SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Impairment of investment in associate

As disclosed in Note 8 to the financial statements, Giantminer Pte. Ltd. and its subsidiary (the "Giantminer Group") are engaged in the business of mining mineral resources in the People's Republic of China. Management has performed an impairment assessment on its investment as the Giantminer Group has not commenced operations during the current financial year. Management estimated the recoverable amount of the investment in associate based on value in use. We have determined this to be a key audit matter as the impairment assessment involved significant management judgement in making certain assumptions and significant estimates which are affected by expected future market, legal and economic conditions.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MANHATTAN RESOURCES LIMITED

KEY AUDIT MATTERS (CONT'D)

Impairment of investment in associate (cont'd)

Our audit procedures included, amongst others, assessing the likelihood of obtaining the requisite renewal of exploration and mining permits from the relevant authorities in the People's Republic of China. We held discussions with management to understand the social economic environment, laws and regulations and the ongoing exploration activities to support the carrying amount of the Group's investment in the Giantminer Group. We assessed the appropriateness of the valuation model, including key assumptions used by management such as forecasted revenue, annual output and operating costs, in addition to performing the mathematical accuracy of the underlying calculations. We also assessed the adequacy of Note 2.4(a)(i) and Note 8 to the financial statements relating to the disclosures of impairment testing.

Impairment of power plant

As at 31 December 2019, included in property, plant and equipment are power plants with an aggregate carrying amount of $36,885,000 which represented 19.0% of the total assets on the statement of financial position.

The Group's power plant segment recorded operating losses for the financial year ended 31 December 2019. This gives rise to indication of impairment and management performed an impairment test to determine its recoverable value. Management has determined the recoverable amount of the power plants based on value in use computations. We have determined this to be a key audit matter based on the quantitative materiality of the power plants and the significant estimation required to determine the recoverable amount.

Our audit procedures included, amongst others, evaluating and assessing the assumptions used by management. We examined management's methodology used to assess the recoverable amount of the power plants. We reviewed the robustness of management's budgeting process by comparing the actual results achieved against previously forecasted budgets. We assessed and tested the assumptions which the outcome of the impairment test is most sensitive to, such as saleable electricity. We corroborated whether the forecast of saleable electricity is supported by customer contracts secured to date. We also checked management's assumptions of gross margins and operating costs against historical performance of the power plants.

With the support of our internal valuation specialists, we assessed the appropriateness of the discount rate used in the calculation. This included an assessment of the specific inputs, inter alia, the discount rate, the risk-free rate, the equity risk premium and beta, along with gearing and cost of debt. Such inputs were benchmarked either against risk rates in specific international markets in which the Group operates or equivalent data for peer companies. We also assessed the adequacy of Note 2.4(a)(ii) and Note 3 to the financial statements relating to the disclosures of the impairment testing.

Valuation of investment properties

As at 31 December 2019, the Group has investment property under construction amounting to $16,832,000. This relates to a mix use property in Ningbo, People's Republic of China as disclosed in Note 6 to the financial statements. The investment property under construction is stated at fair value and the valuation is highly dependent on a range of assumptions used by the external appraiser, such as location, market knowledge and historical transactions. The valuation of investment property under construction is significant to our audit due to magnitude, complexity in valuation and high sensitivity to changes in key assumptions applied. Accordingly, we have determined this to be a key audit matter.

KEY AUDIT MATTERS (CONT'D)

Valuation of investment properties (cont'd)

Management engaged an external appraiser to determine the fair values of these investment property under construction and property under development. The valuation is determined based on the market comparison approach.

As part of our audit procedures, we have considered the objectivity, independence and expertise of the external appraiser engaged by management. Given the complexity, our internal real estate and valuation specialists assisted us in evaluating the appropriateness of the valuation model, data and assumptions used by the management and the external appraiser in their valuation of the investment property under construction. We also assessed the reasonableness of the estimated selling price by comparing them to external available industry data, taking into consideration comparability and market factors. We also assessed the adequacy of Note 2.4(a)(iii) and Note 6 to the financial statements relating to the disclosure of investment property under construction.

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS FOR THE FINANCIAL STATEMENTS

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MANHATTAN RESOURCES LIMITED

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MANHATTAN RESOURCES LIMITED

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this independent auditor's report is Low Bek Teng.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
2 April 2020

BALANCE SHEETS

AS AT 31 DECEMBER 2019

	Note	Group 2019 $'000	Group 2018 $'000	Company 2019 $'000	Company 2018 $'000
Non-current assets					
Property, plant and equipment	3	46,301	49,890	13	102
Land use rights	4	–	11,049	–	–
Intangible assets	5	15,316	17,666	–	–
Right-of-use assets	29	14,708	–	320	–
Investment property under construction	6	16,832	14,759	–	–
Property under development	6	58,482	48,980	–	–
Goodwill	5	–	82	–	–
Prepayments	11	4,688	3,310	–	–
Interests in subsidiaries	7	–	–	122,613	76,489
Investment in associate	8	–	26,148	–	26,148
Interests in joint venture company	9	–	1,814	–	–
Trade and other receivables	10	5,321	7,183	–	–
Loan to subsidiary	13	–	–	–	24,444
		161,648	180,881	122,946	127,183
Current assets					
Trade and other receivables	10	3,269	5,901	87	65
Prepayments	11	1,517	640	6	22
Due from subsidiaries (trade)	12	–	–	–	1,448
Due from subsidiaries (non-trade)	13	–	–	144	2,952
Inventories	14	51	84	–	–
Cash and bank deposits	15	27,868	66,222	13,850	28,743
		32,705	72,847	14,087	33,230
Current liabilities					
Loans and borrowings	16	–	(6,818)	–	–
Trade and other payables	17	(59,413)	(53,436)	(22,978)	(3,372)
Due to subsidiaries (non-trade)	13	–	–	(23,673)	(29,011)
Advance from joint venture company	18	–	(1,432)	–	(1,432)
Lease liability	29	(2,319)	–	(300)	–
Income tax payable		(662)	(3,260)	–	–
		(62,394)	(64,946)	(46,951)	(33,815)
Net current (liabilities)/assets		(29,689)	7,901	(32,864)	(585)

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

BALANCE SHEETS

AS AT 31 DECEMBER 2019

	Note	Group 2019 $'000	Group 2018 $'000	Company 2019 $'000	Company 2018 $'000
Non-current liabilities					
Trade and other payables	17	(8,213)	(25,107)	–	–
Deferred tax liabilities	24	(8,647)	(8,966)	(14)	(14)
Loans and borrowings	16	–	(13,345)	–	–
Lease liability	29	(1,168)	–	–	–
Net assets		113,931	141,364	90,068	126,584
Equity					
Share capital	19	202,932	202,932	202,932	202,932
Accumulated losses		(134,426)	(105,271)	(112,938)	(76,422)
Capital reserves		353	353	–	–
Other reserve		(320)	(320)	–	–
Foreign currency translation reserve		(5,199)	(8,659)	–	–
Acquisition revaluation reserve		5,392	5,392	–	–
Employee share option reserve		74	74	74	74
Equity attributable to owners of the Company		68,806	94,501	90,068	126,584
Non-controlling interests		45,125	46,863	–	–
Total equity		113,931	141,364	90,068	126,584

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

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

		Group	
	Note	2019	2018
		$'000	$'000
Revenue	20	13,543	28,149
Other income	21	4,673	15,817
Employee benefits expenses	22	(2,875)	(4,856)
Depreciation and amortisation	3,4,5,11	(6,191)	(7,333)
Operating expenses	23	(7,443)	(18,599)
Impairment loss	23	(23,306)	(10)
Other expenses	23	(686)	(2,970)
Finance costs		(755)	(3,056)
Share of results of associate, net of tax	8	(6,540)	(6)
Share of results of joint venture company, net of tax	9	(872)	(104)
(Loss)/profit before tax		(30,452)	7,032
Income tax credit/(expense)	24	536	(3,672)
(Loss)/profit for the financial year		(29,916)	3,360
(Loss)/profit attributable to:			
Owners of the Company		(29,155)	3,744
Non-controlling interests		(761)	(384)
(Loss)/profit for the financial year		(29,916)	3,360
Earnings per share (cents) attributable to owners of the Company	25		
- Basic		(2.56)	0.64
- Diluted		(2.56)	0.64

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

	Group	
	2019	**2018**
	$'000	**$'000**
(Loss)/profit net of tax	(29,916)	3,360
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss		
Foreign currency translation	2,483	(7,303)
Other comprehensive income for the financial year, net of tax	2,483	(7,303)
Total comprehensive income for the financial year	(27,433)	(3,943)
Total comprehensive income attributable to:		
Owners of the Company	(25,695)	(1,348)
Non-controlling interests	(1,738)	(2,595)
	(27,433)	(3,943)

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

Group	Share capital $'000	Accumulated losses $'000	Capital reserve[1] $'000	Other reserve $'000	Foreign currency translation reserve[2] $'000	Acquisition revaluation reserve[3] $'000	Employee share option reserve[4] $'000	Total $'000	Non-controlling interests $'000	Total Equity $'000
	Total attributable to owners of the Company									
At 1 January 2018	189,004	(109,015)	14	(320)	(3,567)	5,392	74	81,582	46,215	127,797
Profit net of tax	–	3,744	–	–	–	–	–	3,744	(384)	3,360
Other comprehensive income										
Foreign currency translation	–	–	–	–	(5,092)	–	–	(5,092)	(2,211)	(7,303)
Other comprehensive income for the financial year, net of tax	–	–	–	–	(5,092)	–	–	(5,092)	(2,211)	(7,303)
Total comprehensive income for the financial year	–	3,744	–	–	(5,092)	–	–	(1,348)	(2,595)	(3,943)
Changes in ownership interests in subsidiaries										
Capital injection by a non-controlling interest	–	–	339	–	–	–	–	339	3,243	3,582
Total changes in ownership interests in subsidiaries	–	–	339	–	–	–	–	339	3,243	3,582
Total transactions with owners in their capacity as owners	–	–	339	–	–	–	–	339	3,243	3,582
Issuance of ordinary shares from Rights Issue	13,928	–	–	–	–	–	–	13,928	–	13,928
At 31 December 2018	202,932	(105,271)	353	(320)	(8,659)	5,392	74	94,501	46,863	141,364

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

Group	Share capital $'000	Accumulated losses $'000	Capital reserve[1] $'000	Other reserve $'000	Foreign currency translation reserve[2] $'000	Acquisition revaluation reserve[3] $'000	Employee share option reserve[4] $'000	Total $'000	Non-controlling interests $'000	Total Equity $'000
	Total attributable to owners of the Company									
At 1 January 2019	202,932	(105,271)	353	(320)	(8,659)	5,392	74	94,501	46,863	141,364
Loss net of tax	–	(29,155)	–	–	–	–	–	(29,155)	(761)	(29,916)
Other comprehensive income										
Foreign currency translation	–	–	–	–	3,460	–	–	3,460	(977)	2,483
Other comprehensive income for the financial year, net of tax	–	–	–	–	3,460	–	–	3,460	(977)	2,483
Total comprehensive income for the financial year	–	(29,155)	–	–	3,460	–	–	(25,695)	(1,738)	(27,433)
At 31 December 2019	202,932	(134,426)	353	(320)	(5,199)	5,392	74	68,806	45,125	113,931

(1) Capital reserve represents the capital contribution in excess of the registered capital and differences between the amount by which the non-controlling interest is adjusted and the fair value of consideration paid or received.

(2) Foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Company's functional currency. It is also used to record the effect of hedging net investments in foreign operations.

(3) Acquisition revaluation reserve represents the fair value adjustments on acquisition of subsidiary in 2009 relating to previously held interest.

(4) Employee share option reserve represents the equity-settled share options granted to directors and employees (Note 22). The reserve is made up of the cumulative value of services received from directors and employees recorded over the resulting period commencing from the grant dates of equity-settled share options and is reduced by the expiry of exercise of the share options.

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

	Total attributable to owners of the Company			
Company	**Share capital $'000**	**Accumulated losses $'000**	**Employee share option reserve $'000**	**Total $'000**
At 1 January 2018	189,004	(76,159)	74	112,919
Effect of adopting SFRS(I) 9	–	(94)	–	(94)
At 1 January 2018 (SFRS(I) framework)	189,004	(76,253)	74	112,825
Issuance of ordinary shares from Rights Issue (Note 19)	13,928	–	–	13,928
Loss net of tax	–	(169)	–	(169)
At 31 December 2018	202,932	(76,422)	74	126,584
At 1 January 2019	202,932	(76,422)	74	126,584
Loss net of tax	–	(36,516)	–	(36,516)
At 31 December 2019	202,932	(112,938)	74	90,068

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

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

	Note	2019 $'000	2018 $'000
Cash flows from operating activities			
(Loss)/profit before tax		(30,452)	7,032
Adjustments:			
Depreciation and amortisation of property, plant and equipment, intangible assets, prepayment and right-of-use assets		6,191	7,333
Gain from fair value of investment property under construction		–	(3,683)
Impairment loss on investment in associate	23	19,608	–
Impairment loss on goodwill and intangible assets		969	–
Impairment loss on property, plant and equipment		2,612	–
Impairment loss on trade and other receivables		117	10
Gain on disposal of property, plant and equipment	21	(839)	(11,961)
Unrealised foreign exchange differences		2,029	731
Finance costs		755	3,056
Interest income	21	(1,083)	(109)
Share of results of associate	8	6,540	6
Share of results of joint venture company	9	872	104
Operating cash flows before working capital changes		7,319	2,519
Decrease in inventories		35	24
Increase in property under development	6	(12,804)	(5,364)
Decrease in trade and other receivables		4,465	6,022
Increase in prepayments		(2,391)	(52)
(Decrease)/increase in trade and other payables		(8,332)	2,907
Cash flows (used in)/generated from operations		(11,708)	6,056
Interest received		1,083	109
Finance costs paid		(390)	(2,951)
Income tax paid		(2,503)	–
Net cash flows (used in)/generated from operating activities		(13,518)	3,214
Cash flows (used in)/generated from investing activities			
Purchase of property, plant and equipment	3	(739)	(2,785)
Proceeds from sale of property, plant and equipment		828	18,013
Subsequent expenditure on investment property under construction	6	(2,949)	(1,224)
Decrease in fixed deposits		107	9,791
Net cash flows (used in)/generated from investing activities		(2,753)	23,795
Cash flows (used in)/generated from financing activities			
Repayment of bank loans		(20,583)	(13,818)
Capital injection in a subsidiary by a non-controlling interest	7b	–	3,582
Proceeds from liquidation of joint venture/advances from joint ventures	9	494	662
Repayment of lease liabilities	29	(1,543)	–
Cash at banks pledged	15	228	47
Proceeds from rights issue		–	13,928
Net cash flows (used in)/generated from financing activities		(21,404)	4,401
Net (decrease)/increase in cash and cash equivalents		(37,675)	31,410
Effect of exchange rate changes on cash and cash equivalents		(344)	904
Cash and cash equivalents at beginning of financial year		65,887	33,573
Cash and cash equivalents at end of financial year	15	27,868	65,887

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

1. CORPORATE INFORMATION

Manhattan Resources Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore. The Company is listed on the Singapore Exchange Securities Trading Limited.

The registered office and principal place of business of the Company is located at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413.

The principal activities of the Company are those of investment holding and the provision of management services. The principal activities and principal place of business of the subsidiaries are as shown in Note 7.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with the provisions of Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards (International) (SFRS(I)).

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

The financial statements of the Group have been prepared on a going concern basis notwithstanding the Group is in a net current liabilities position of $29,689,000 (2018: net current assets position of $7,901,000). The net current liabilities position was mainly due to amounts owing to related parties of $42,088,000 being due for repayment in the following 12 months. As further disclosed in Note 17, the amounts due to related parties comprised (i) an amount payable to Energy Resource Investment Pte. Ltd. ("ERI") of $16,453,000 arising from the acquisition of PT Kariangau Power ("PT KP") in 2016 and (ii) loans extended by Kaiyi Investment Pte. Ltd. ("Kaiyi"). On 21 June 2019, the Company proposed a debt to equity conversion of $36,661,000 pertaining to these debts. The proposed debt conversion is subject to shareholders' approval at a forthcoming extraordinary general meeting. Further to that, both ERI and Kaiyi have provided an irrevocable undertaking to the Company that in the event the proposed debt conversion has not been completed by 31 July 2020, it will not demand any repayment of the outstanding amounts at any time in whole or in part prior to 30 April 2021.

The financial statements are presented in Singapore dollars ($ or SGD) and all values in the tables are rounded to the nearest thousand ($'000) except when otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on 1 January 2019.

Except for the adoption of SFRS(I) 16 *Leases* described below, the adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

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

2.2 Changes in accounting policies (cont'd)

SFRS(I) 16 Leases

SFRS(I) 16 supersedes SFRS(I) 1-17 *Leases* and SFRS(I) INT 4 *Determining whether an Arrangement contains a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

The Group has adopted SFRS(I) 16 using the modified retrospective approach. The comparative information has not been restated and continues to be reported under SFRS(I) 1-17 *Leases* and SFRS(I) INT 4 *Determining whether an Arrangement contains a Lease*.

On transition to SFRS(I) 16, the Group elected to apply the practical expedient to contracts that were previously identified as leases. Contracts that were not identified as leases under SFRS(I) 1-17 and SFRS(I) INT 4 were not reassessed for whether there is a lease. Therefore, the definition of a lease under SFRS(I) 16 was applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Group. Under SFRS(I) 16, the Group recognises right-of-use assets and lease liabilities for most leases.

(i) Leases classified as operating leases under SFRS(I) 1-17

At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at 1 January 2019. The Group has applied the practical expedient to measure the right-of-use assets at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The Group has also applied the following practical expedients when applying SFRS(I) 16 to leases previously classified as operating leases under SFRS(I) 1-17:

- Applied a single discount rate to a portfolio of leases with similar characteristics;
- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term and do not contain a purchase option and lease contracts for which the underlying asset is of low value (low-value assets);
- Exclude initial direct costs from measuring the right-of-use asset at the date of initial application; and
- Used hindsight when determining the lease term if the contract contains option to extend or terminate the lease.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.2 Changes in accounting policies (cont'd)

SFRS(I) 16 Leases (cont'd)

As a lessee (cont'd)

(ii) Leases previously classified as finance leases

For leases that were classified as finance leases under SFRS(I) 1-17, the carrying amount of the right-of-use asset and the lease liability at 1 January 2019 are determined at the carrying amount of the lease asset and lease liability under SFRS(I) 1-17 immediately before that date (i.e. 31 December 2018).

As a lessor

Lessor accounting under SFRS(I) 16 is substantially unchanged from SFRS(I) 1-17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in SFRS(I) 1-17. Therefore, SFRS(I) 16 does not have an impact for leases where the Group is the lessor.

Effect of adoption

On transition to SFRS(I) 16, right-of-use assets of $15,732,000 were recognised and presented separately in the statement of financial position. This includes the leased assets recognised previously under finance lease of $11,049,000 that were reclassified from land use rights. Additional lease liabilities of S$4,669,000 were recognised.

When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate at 1 January 2019. The lease liabilities as at 1 January 2019 can be reconciled to the operating lease commitments as of 31 December 2018, as follows:

	$'000
Operating lease commitment as at 31 December 2018	5,743
Weighted average incremental borrowing rate as at 1 January 2019	10.2%
Discounted operating lease commitments as at 1 January 2019	4,673
Less:	
Commitments relating to short-term leases	(2)
Commitments relating to low-value leases	(2)
Lease liabilities as at 1 January 2019	4,669

The tax effects arising from the adoption of SFRS(I) 16 were not significant to the financial statements of the Group on the date of initial adoption and for the financial year ended 31 December 2019.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 3 *Definition of a Business*	1 January 2020
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8 *Definition of Material*	1 January 2020
Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Date to be determined

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

2.4 Significant accounting estimates and judgments

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

(a) ***Key sources of estimation uncertainty***

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

(i) ***Impairment of investment in associate***

The principal activities of the Group's associate are those of mining and quarrying as disclosed in Note 8. The Group assesses at each reporting period whether there is any objective evidence that the investment in associate is impaired. Management is required to make certain estimates and assumptions as to future events and circumstances, in particular whether an economical viable extraction operation can be established. The recoverable amount of the investment in associate is determined based on value in use calculation, which is based on a discounted cash flow model that involved significant management's estimates. Such estimates are based on valuation techniques and require considerable judgment on key assumptions such as selling prices, annual production output, estimated maximum production capacity, projection periods and long-term growth of the mining industry.

The carrying amount of the Group's investment in associate at the balance sheet date is disclosed in Note 8.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.4 Significant accounting estimates and judgments (cont'd)

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

(ii) ***Impairment of non-financial assets***

The non-financial assets of the Group include power plant, land use rights, intangible assets and right-of-use assets.

Management has determined the recoverable amount based on value in use computation which involved significant estimates. Such estimates are based on valuation techniques, which require considerable judgments in forecasting future cash flows and developing other assumptions.

The recoverable amount is most sensitive to discount rate used for the discounted cash flow model as well as the expected future cash inflows from forecasted revenue. The key assumptions applied in the determination of the value in use including a sensitivity analysis are disclosed and future explained in Note 3.

The carrying amount of the Group's power plant, land use rights, intangible assets and right-of-use assets at the balance sheet date are disclosed in Note 3, Note 5 and Note 29, respectively.

(iii) ***Valuation of Investment property under construction***

The Group carries its investment property under construction at fair value, with changes in fair values being recognised in profit or loss.

The Group engaged an accredited independent property valuer to determine the fair value of its investment property under construction in Ningbo on a yearly basis. The fair value is determined using the market comparison approach. These estimates are based on local market conditions existing at each valuation date.

The carrying amount, key assumptions and valuation techniques used to determine the fair value of the investment property under construction are disclosed in Note 6.

(b) ***Judgments made in applying accounting policies***

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Determining the lease term of contracts with renewal and termination options – Group as Lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

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

2.4 Significant accounting estimates and judgments (cont'd)

(b) ***Judgments made in applying accounting policies (cont'd)***

Determining the lease term of contracts with renewal and termination options – Group as Lessee (cont'd)

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group did not include renewal periods as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

2.5 Subsidiaries, basis of consolidation and business combinations

(a) ***Subsidiaries***

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

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

(b) ***Basis of consolidation***

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.5 Subsidiaries, basis of consolidation and business combinations (cont'd)

(b) ***Basis of consolidation (cont'd)***

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

– De-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when controls is lost;

– De-recognises the carrying amount of any non-controlling interest;

– De-recognises the cumulative translation differences recorded in equity;

– Recognises the fair value of the consideration received;

– Recognises the fair value of any investment retained;

– Recognises any surplus or deficit in profit or loss;

– Re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(c) ***Business combinations and goodwill***

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

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

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another FRS.

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

2.5 Subsidiaries, basis of consolidation and business combinations (cont'd)

(c) ***Business combinations and goodwill (cont'd)***

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

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

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

2.6 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.7 Joint arrangements

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

Joint venture

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.8.

2.8 Joint venture and associate

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group accounts for its investments in associate and joint venture using the equity method from the date on which it becomes an associate or joint venture.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate or joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in associate or joint venture are carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates or joint ventures. The profit or loss reflects the share of results of the operations of the associate or joint venture. Distributions received from joint venture or associate reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associate or joint venture, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

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

2.8 Joint venture and associate (cont'd)

When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate or joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate or joint ventures. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate or joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value and recognises the amount in profit or loss.

The financial statements of the associate and joint venture are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

2.9 Foreign currency

The financial statements are presented in Singapore dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) ***Transactions and balances***

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss, except for foreign exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.9 Foreign currency (cont'd)

(b) ***Consolidated financial statements***

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

2.10 Mineral exploration, evaluation and development expenditure

Pre-licence costs relate to costs incurred before the Group has obtained legal rights to explore in a specific area. Such costs may include the acquisition of exploration data and the associated costs of analysing that data. These costs are expensed in the period in which they are incurred.

Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of the commercial viability of an identified resource.

Once the legal right to explore has been acquired, exploration and evaluation expenditure incurred in respect of areas of interest are capitalised in respect of each area of interest for which the rights of tenure are current and where:

(i) such costs are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or

(ii) exploration and/or evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and while active and significant operations in, or in relation to, the area are continuing.

Exploration and evaluation expenditure incurred that does not satisfy the policy stated above is expensed in the period in which it is incurred. Exploration and evaluation expenditure that has been capitalised which no longer satisfies the policy stated above is written off in the period in which that decision is made.

No amortisation is provided in respect of mineral exploration, evaluation and development expenditure until they are reclassified as mining properties following a decision to develop the mine. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable and where a decision is made to proceed with development, the deferred exploration, evaluation and development expenditure is reclassified to mining properties and then amortised.

The net carrying value of each area of interest is reviewed regularly and, to the extent to which this value exceeds its recoverable value, that excess is provided for or written off in the year in which this is determined.

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

2.11 Property, plant and equipment and depreciation

All items of property, plant and equipment are initially recorded at cost.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Expenditure for additions, improvements and renewals is capitalised. Expenditure for repair and maintenance, including overhaul and dry-docking for vessels, is charged to profit or loss unless such expenditure is separately identified and assessed by management to have increased the future economic benefits derived from the vessels.

The capitalised assets of overhaul and dry-docking are recorded as an additional cost of tug boats and barges and the costs are depreciated over the period up to the next scheduled overhaul and dry-docking. Any remaining carrying amount of the cost of the previous overhaul and dry-docking is derecognised and charged to current year's profit or loss.

Depreciation of an asset begins when it is available for use and is computed on a straight-line basis over the estimated useful life of the asset as follows:

Power plant	–	25 – 26 years
Infrastructure	–	25 – 26 years
Vessels	–	15 years
Leasehold improvements	–	shorter of 10 years or lease terms
Machinery and equipment	–	4 – 26 years
Furniture, fittings and office equipment	–	3 – 5 years
Motor vehicles	–	4 – 8 years
Computers	–	1 – 3 years

Construction-in-progress for qualifying assets, includes borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.12 Land use rights

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation. Land use rights are classified as finance leases under SFRS(I) 1-17. Upon transition to SFRS(I) 16, land use rights are reclassified as right-of-use assets at its carry amount on the date of adoption (Note 29) and are subjected to the disclosure requirements under SFRS(I) 16.

2.13 Intangible assets

Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

Business licence

The business licence was acquired in business combination. Customer contracts and customers relationships have also been included in the value of the business licence as these contracts are not separable from the business licence. The business licence together with the customer contracts are amortised on a straight line basis over its finite useful life based on the validity of the business licence as disclosed in Note 5.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.14 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that intangible assets, property, plant and equipment, right-of-use assets and investments in subsidiaries, associates and joint ventures, an asset which includes may be impaired. If any such indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

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

Impairment losses of continuing operations are recognised in profit or loss.

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

2.15 Financial instruments

(a) ***Financial assets***

Initial recognition and measurement

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

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

Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

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

NOTES TO THE
FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.15 Financial instruments (cont'd)

(a) ***Financial assets (cont'd)***

Subsequent measurement

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset.

Investments in debt instruments

Amortised costs

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

Derecognition

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

(b) ***Financial liabilities***

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

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

Derecognition

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

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

2.16 Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before considering any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.17 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, and fixed deposits, less cash at bank and fixed deposits pledged to secure banking facilities, and which are subject to an insignificant risk of changes in values.

Cash at bank and on hand and fixed deposits are classified and accounted for as financial assets under SFRS(I) 9. The accounting policy for this category of financial assets is stated in Note 2.15.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.18 Development properties

Development properties are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Development properties are held as inventories and are measured at the lower of cost and net realisable value.

The costs of development properties include:

– Freehold and leasehold rights for land;

– Amounts paid to contractors for construction; and

– Borrowing costs, planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Non-refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when paid.

Net realisable value of development properties is the estimated selling price in the ordinary course of the business, based on market prices at the end of the reporting period and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

The costs of development properties recognised in profit or loss on disposal are determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

2.19 Investment properties

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of an investment property is met.

Investment properties are initially measured at cost, including transaction costs.

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

2.19 Investment properties (cont'd)

Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

2.20 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for at purchase costs on a first-in first-out basis.

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

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

2.21 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.22 Provisions

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.23 Employee benefits

(a) ***Defined contribution plans***

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund ("CPF") scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) ***Employee leave entitlement***

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

(c) ***Share option plans***

Directors and employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled share based payment transactions with directors and employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the share option reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

The employee share option reserve is transferred to retained earnings upon expiry of the share options.

(d) ***Termination benefits***

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

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

2.24 Leases

(a) The accounting policy for leases before 1 January 2019 are as follows:

As lessee

(i) *Finance leases*

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

(ii) *Operating leases*

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

As lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.25(d). Contingent rents are recognised as revenue in the period in which they are earned.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.24 Leases (cont'd)

(b) The accounting policy for leases from 1 January 2019 are as follows:

As lessee

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

(i) *Right-of-use assets*

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Office premises	–	1 – 4 years
Vessels	–	5 years
Land use rights	–	24 years

The accounting policy for land use rights is set out in Note 2.12.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are presented separately as "Right-of-use assets" and are subject to impairment according to the accounting policy as set out in Note 2.14.

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

2.24 Leases (cont'd)

(b) The accounting policy for leases from 1 January 2019 are as follows: (cont'd)

As lessee (cont'd)

(ii) *Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) *Short-term leases and leases of low-value assets*

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

As lessor

Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.25 Revenue

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

(a) ***Sale of electricity***

Revenue from sale of electricity is recognised when electricity is transmitted to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the power generation revenue, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

(b) ***Coal transportation income***

Revenue from coal carrying activities are recognised over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(c) ***Charter hire income***

Charter hire income is recognised as operating lease income in accordance with SFRS(I) 16 Leases. Revenue from the operating lease component of charter hire is recognised on a time-apportioned basis over the charter hire period.

(d) ***Rental income***

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

Consideration from customers in relation to sale of electricity, coal transportation income, charter hire income and rental income are billed to the customers on a monthly basis according to the terms stated in the contract and the Group's credit term policies.

(e) ***Interest income***

Interest income is recognised over time using the effective interest method.

(f) ***Dividend income***

Dividend income is recognised when the Group's right to receive payment is established.

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

2.26 Taxes

(a) ***Current income tax***

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

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) ***Deferred tax***

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

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

– Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of temporary differences associated with investments in subsidiaries, associate and interests in joint venture, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

– Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of deductible temporary differences associated with investments in subsidiaries, associate and interests in joint venture, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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

2.26 Taxes (cont'd)

(b) ***Deferred tax (cont'd)***

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

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

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) ***Sales tax***

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

– Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

– Receivables and payables that are stated with the amount of sales tax included.

2.27 Share capital and share issue expenses

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

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

2.28 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

   (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

   (ii) The amount of the obligation cannot be measured with sufficient reliability.

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

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.29 Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and Company if that person:

   (i) Has control or joint control over the Company;

   (ii) Has significant influence over the Company; or

   (iii) Is a member of the key management personnel of the Group or Company or of a parent of the Company.

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

2.29 Related parties (cont'd)

(b) An entity is related to the Group and the Company if any of the following conditions applies:

(i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;

(vi) The entity is controlled or jointly controlled by a person identified in (a);

(vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.30 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 28, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.31 Government grant

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet by deducting the grant in arriving at the carrying amount of the asset.

Where the grant relates to compensation for expenditure, it is deferred and is set-off on a systematic basis over the periods in which the entity incurs the related costs.

3. PROPERTY, PLANT AND EQUIPMENT

Group	Power plant $'000	Infrastructure $'000	Vessels $'000	Leasehold improvements $'000	Machinery and equipment $'000	Furniture, fittings and office equipment $'000	Motor vehicles $'000	Computers $'000	Construction-in-progress $'000	Total $'000
Cost										
At 1 January 2018	46,008	3,556	50,732	991	5,271	329	408	237	795	108,327
Additions	74	379	1,898	8	213	5	15	33	160	2,785
Disposals	–	–	(48,904)	–	(166)	–	–	(87)	–	(49,157)
Transfer	–	–	766	–	–	–	–	–	(766)	–
Exchange differences	(2,183)	(176)	(18)	(19)	(280)	(26)	(21)	(8)	(29)	(2,760)
At 31 December 2018 and 1 January 2019	43,899	3,759	4,474	980	5,038	308	402	175	160	59,195
Additions	43	171	–	11	502	12	–	–	–	739
Disposals	–	–	(2,796)	–	(3)	–	–	–	–	(2,799)
Transfer	160	–	–	–	–	–	–	–	(160)	–
Exchange differences	1,367	122	89	2	174	(3)	5	–	–	1,756
At 31 December 2019	45,469	4,052	1,767	993	5,711	317	407	175	–	58,891

3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group	Power plant $'000	Infrastructure $'000	Vessels $'000	Leasehold improvements $'000	Machinery and equipment $'000	Furniture, fittings and office equipment $'000	Motor vehicles $'000	Computers $'000	Construction-in-progress $'000	Total $'000
Accumulated depreciation and impairment										
At 1 January 2018	2,715	204	42,738	769	362	293	228	215	–	47,524
Depreciation charge for the financial year	1,847	146	2,372	93	264	18	75	16	–	4,831
Disposal	–	–	(42,979)	–	(63)	–	–	(63)	–	(43,105)
Exchange differences	(314)	(31)	524	(16)	(66)	(21)	(13)	(8)	–	55
At 31 December 2018 and 1 January 2019	4,248	319	2,655	846	497	290	290	160	–	9,305
Depreciation charge for the financial year	1,948	170	264	79	293	11	74	–	–	2,839
Disposal	–	–	(2,559)	–	(3)	–	–	–	–	(2,562)
Impairment loss	2,138	194	–	–	280	–	–	–	–	2,612
Exchange differences	250	26	73	–	47	–	–	–	–	396
At 31 December 2019	8,584	709	433	925	1,114	301	364	160	–	12,590
Net book value										
At 31 December 2019	36,885	3,343	1,334	68	4,597	16	43	15	–	46,301
At 31 December 2018	39,651	3,440	1,819	134	4,541	18	112	15	160	49,890

3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Leasehold improvements $'000	Furniture, fittings and office equipment $'000	Computers $'000	Total $'000
Cost				
At 1 January 2018	431	56	176	663
Additions	–	–	4	4
At 31 December 2018 and 1 January 2019	431	56	180	667
Additions	–	–	2	2
At 31 December 2019	431	56	182	669
Accumulated depreciation				
At 1 January 2018	270	39	152	461
Depreciation charge for the financial year	87	7	10	104
At 31 December 2018 and 1 January 2019	357	46	162	565
Depreciation charge for the financial year	72	9	10	91
At 31 December 2019	429	55	172	656
Net book value				
At 31 December 2019	2	1	10	13
At 31 December 2018	74	10	18	102

Impairment loss

During the financial year, the Group carried out a review of the recoverable amount of its power plant, infrastructure, and machinery and equipment as there were indicators of impairment. The power plant segment had recorded losses for 2019. The power plant, infrastructure, and machinery and equipment have been identified as a single cash generating unit ("CGU") which is also the power plant reportable operating segment.

An impairment loss of $2,612,000 (2018: $Nil) representing the write-down of the power plant, infrastructure, and machinery and equipment to their respective recoverable amounts were recognised in "impairment loss" line in profit or loss for the financial year ended 31 December 2019. As further disclosed in Note 5, the recoverable amount of the power plant CGU was based on its value in use and the discount rate applied to the cash flow projection was 12.00% (2018: 12.00%) per annum.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Disposal of vessels

In 2018, PT Aneka Samudera Lintas ("PT ASL") had entered into an agreement for the disposal of 27 tugs and 25 barges for consideration of US$12,175,720 (equivalent to $18,013,000). The disposal was completed on 9 November 2018 and the Group recorded a gain on disposal of $11,961,000. In 2019, PT ASL entered into several agreements for the disposal of 3 tugs and 2 barges for a total consideration of IDR12,460,000,000 (equivalent to $1,200,000). The disposal was completed in 2019 and the Group recorded a gain on disposal of $839,000.

Assets pledged as security

In 2018, the property, plant and equipment of PT KP with a carrying amount of $47,605,000 had been mortgaged to secure PT KP's bank loans (Note 16). The Group has fully repaid the bank loans in 2019.

4. LAND USE RIGHTS

	Group	
	2019	**2018**
	$'000	**$'000**
Cost:		
At 1 January	12,434	14,184
Exchange differences	353	(1,750)
Reclassification on adoption of SFRS(I) 16	(12,787)	–
At 31 December	–	12,434
Accumulated amortisation:		
At 1 January	1,385	915
Amortisation for the year	–	514
Exchange differences	39	(44)
Reclassification on adoption of SFRS(I) 16	(1,424)	–
At 31 December	–	1,385
Net carrying amount	–	11,049
Amount to be amortised:		
Not later than one year	–	510
Later than one year but not later than five years	–	2,040
Later than five years	–	8,499
	–	11,049

4. LAND USE RIGHTS (CONT'D)

Arising from the acquisition of PT KP in 2016, the Group has land use rights over three plots of land in Indonesia, of which one plot is currently utilised by the Group's power plant. As at 31 December 2019, the remaining two plots with an aggregate carrying amount of $9,709,000 (2018: $9,441,000) remain temporarily vacant. These land use rights have a lease term of 29 years with a remaining tenure of 21 years (2018: 22 years).

Land use rights with a net carrying amount of $1,608,000 had been pledged to secure PT KP's bank loans in 2018. The Group has fully repaid the loan in 2019.

As disclosed in Note 29, land use rights were reclassified to right-of-use assets on the adoption of SFRS(I) 16 on 1 January 2019.

5. INTANGIBLE ASSETS

	Business licence $'000
Group	
Cost:	
At 1 January 2018	23,461
Exchange differences	(1,021)
At 31 December 2018 and 1 January 2019	22,440
Exchange differences	638
At 31 December 2019	23,078
Accumulated amortisation and impairment:	
At 1 January 2018	2,995
Amortisation	1,924
Exchange differences	(145)
At 31 December 2018 and 1 January 2019	4,774
Amortisation	1,950
Impairment loss	887
Exchange differences	151
At 31 December 2019	7,762
Net carrying amount:	
At 31 December 2019	15,316
At 31 December 2018	17,666

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

5. INTANGIBLE ASSETS (CONT'D)

Business licence

Business licence relates to the business licence for the rights to supply electricity exclusively within the Kawasan Industri Kariangau ("KIK") zone, which arose from the acquisition of PT KP in 2016. Customer contracts and customer relationships have also been included in the value of the business licence as these contracts are not separable from the business licence. The useful life of the business licence together with the customer contracts is estimated to be 12 years, with a remaining useful life of 9 years (2018: 10 years).

The amortisation expense is included in the "Depreciation and amortisation" line item in profit or loss.

Goodwill

As at 31 December 2019, the carrying value of goodwill amounted to $Nil (2018: $82,000).

Impairment testing of intangible assets

Goodwill and intangible assets acquired through business combinations have been allocated to the power plant CGU for impairment testing.

The recoverable amount of the CGU has been determined based on value in use calculation using cashflow projections from financial budgets approved by management covering their power plant operations in Indonesia. The discount rate applied to the cash flow projections is 12.0% (2018: 12.00%) per annum.

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

Budgeted revenues – Revenue forecast is based on historical power generation capacity and taking into consideration current and future customer demands.

Budgeted gross margins – Gross margins used in the value in use calculations were based on budgeted gross margins derived from past performance and management's expectations of market developments.

Discount rates – The discount rate reflects the current market assessment of the risks specific to the CGU.

Sensitivity to changes in assumptions

The increase in discount rate by 0.5% would in isolation lead to further impairment losses of $683,000.

Impairment loss recognised

As a result of the above impairment testing, impairment losses on goodwill and business licence of $82,000 (2018: $Nil) and $887,000 (2018: $Nil) were recognised to write down the carrying amount of the goodwill and business licence respectively.

The impairment losses have been recognised in the "impairment loss" line in profit or loss for the current financial year.

6. INVESTMENT PROPERTY UNDER CONSTRUCTION PROPERTY UNDER DEVELOPMENT

	Group	
	2019	**2018**
	$'000	**$'000**
Investment property under construction:		
At 1 January	14,759	10,319
Development costs capitalised	2,528	1,224
Gain on fair value adjustment recognised in profit or loss	–	3,683
Exchange differences	(455)	(467)
At 31 December	16,832	14,759
Property under development:		
At 1 January	48,980	45,218
Development costs capitalised	11,081	5,364
Exchange differences	(1,579)	(1,602)
At 31 December	58,482	48,980

In 2011, the Group had acquired the right to use and develop a piece of land measuring 19,467 square metres, situated at South Commercial Park in Yinzhou District in Ningbo City, Zhejiang Province in the People's Republic of China ("PRC") for the development of a property.

In 2013, the Group further acquired the right to use and develop the two additional pieces of land measuring a total area of 3,914 square metres and this is adjacent to the first piece mentioned above.

The tenure of the land use term for the above lands are 40 years commencing from August 2011.

The Group is required to complete the construction of the property within certain timelines as agreed with the local government authorities. In the event the Group is unable to complete the construction of the property, the deposits as disclosed in Note 10(iv) may be forfeited. In addition, the Group is exposed to additional penalties including the withdrawal of land use rights and fines due to breaches of the agreements.

Property under development is classified based on construction progress and the estimated commencement date of presale. Property under development is classified as non-current as the presale permit is expected to be granted by the local authorities beyond 12 months from the end of the reporting period.

6. INVESTMENT PROPERTY UNDER CONSTRUCTION (CONT'D) PROPERTY UNDER DEVELOPMENT (CONT'D)

The investment property under construction and property under development held by the Group as at 31 December is as follows:

Description and location	% owned	Site area (square metre)	Gross floor area (square metre)	Stage of completion as at date of annual report (expected year of completion)
A 56-storey integrated development with residential apartments, offices and retail components along Yinzhou District, Ningbo, People's Republic of China	51	23,381	Approximately 160,000	2024

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

Valuation of investment properties

Investment properties are stated at fair value, which has been determined based on valuations performed as at 31 December 2019. The fair vale uplift of investment property under construction of $94,000 in 2019 has not been recorded as it is not significant to the financial statements.

The valuations were performed by Ningbo Zhengpeng Property Evaluation Co., Limited, an independent valuer with a recognised and relevant professional qualification and with recent experience in the location and category of the property being valued. Details of valuation techniques and inputs used are disclosed in Note 32.

7. INTERESTS IN SUBSIDIARIES

	Company	
	2019	2018
	$'000	$'000
Shares:		
Unquoted equity shares, at cost	83,325	83,325
Less: Impairment loss	(18,165)	(6,836)
Add: Amounts due from subsidiaries	57,453	–
	122,613	76,489

Impairment loss recognised

Management performed impairment testing on the Company's investment in subsidiaries as certain subsidiaries have been loss making. Based on assessment of the subsidiaries historical and current performance, the Company has made an allowance for impairment against the respective investment.

7. INTERESTS IN SUBSIDIARIES (CONT'D)

Amounts due from subsidiaries

In 2019, the Company entered into arrangements with its subsidiaries whereby the repayments of the principal amount due from subsidiaries are at the sole discretion of the subsidiaries. Accordingly, these amounts are classified as a part of the Company's net investment in subsidiaries. These comprise amounts due from SLM Holding Pte Ltd ("SLM") and PT KP of $24,318,000 and $33,135,000 respectively. Included in amounts due from subsidiaries is an amount of $50,049,000 (2018: $17,135,000) denominated in United States Dollars ("USD").

(a) ***Composition of the Group***

The Company has the following subsidiaries as at 31 December 2019:

Name of subsidiary	Principal activities	Principal place of business	Proportion of ownership interest		Cost of investment by the Company	
			2019	2018	2019	2018
			%	%	$'000	$'000
SLM Holding Pte Ltd*	Investment holding	Singapore	100	100	2,195	2,195
DLM Marine Pte Ltd*	Dormant	Singapore	100	100	100	100
MR Logistics Pte. Ltd.*	Investment holding	Singapore	100	100	33,879	33,879
Lian Beng Energy Pte. Ltd.*	Investment holding	Singapore	100	100	4,541	4,541
Manhattan Property Development Pte. Ltd.(1), *	Investment holding	Singapore	51	51	42,610	42,610
					83,325	83,325

Name of subsidiary	Principal activities	Principal place of business	Proportion of ownership interest	
			2019	2018
			%	%
Held through SLM Holding Pte Ltd				
PT Kariangau Power***	Power plant	Indonesia	86.11	86.11
PT Niaga Power Kariangau****	Operations and maintenance of electrical installation	Indonesia	95	95
PT Power Kariangau Kalimantan****	Operations and maintenance of electrical installation	Indonesia	95	95

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. INTERESTS IN SUBSIDIARIES (CONT'D)

(a) ***Composition of the Group (cont'd)***

Name of subsidiary	Principal activities	Principal place of business	Proportion of ownership interest	
			2019 %	2018 %
Held through MR Logistics Pte. Ltd.				
Kaltim Alpha Shipping Pte. Ltd.*	Investment holding	Singapore	100	100
Epsilon Shipping Pte. Ltd.*	Dormant	Singapore	100	100
PT. Jaya Pesona Abadi****	Investment holding	Indonesia	100	100
Held through PT. Jaya Pesona Abadi				
PT. Aneka Samudera Lintas**	Shipping activities	Indonesia	100	100
Held through DLM Marine Pte Ltd				
PT. MR Engineering****	Dormant	Indonesia	100	100
Held through Lian Beng Energy Pte. Ltd.				
PT Lian Beng Energy****	Dormant	Indonesia	100	100
Held through Manhattan Property Development Pte. Ltd.				
Manhattan Resources (Ningbo) Property Limited(1),**	Property development	People's Republic of China	100	100

* Audited by Ernst & Young LLP, Singapore.

** Audited by member firm of Ernst & Young Global for purposes of Group consolidation.

*** Audited by member firm of Ernst & Young Global.

**** Exempted from audit in the country of incorporation.

(1) On 11 July 2018, Manhattan Resources (Ningbo) Property Limited was restructured to be wholly owned by Manhattan Property Development Pte. Ltd. ("MPDPL"). MPDPL continues to be 51% held by the Company.

7. INTERESTS IN SUBSIDIARIES (CONT'D)

(b) ***Transaction in 2018***

On 30 April 2018, Gallant Power Pte. Ltd. ("Gallant"), a related company, subscribed for 30,408 new ordinary shares of PT KP, with a nominal value of IDR 1,000,000 per share, representing approximately 6.58% of the enlarged issued and paid up share capital in PT KP. The cash consideration received for the additional shares subscription by Gallant amounted to US$2,730,000 (equivalent to $3,582,000). As a result of the share subscription, the Group's equity interest in the issued and paid-up capital of PT KP was diluted from 92.18% to 86.11%. As the share subscription by Gallant did not result in a loss of control, the gain on dilution of $339,000 had been taken to "capital reserves" within equity.

(c) ***Interest in subsidiaries with material non-controlling interest (NCI)***

The Group has the following subsidiaries that have NCI that are material to the Group:

Name of subsidiary	Principal place of business	Proportion of ownership interest held by non-controlling interest		(Loss)/profit allocated to NCI during the reporting period		Accumulated NCI at the end of reporting period	
		2019	2018	2019	2018	2019	2018
		%	%	$'000	$'000	$'000	$'000
Manhattan Resources (Ningbo) Property Limited	People's Republic of China	49	49	(709)	122	40,795	42,602
PT Kariangau Power	Indonesia	13.89	13.89	–[(1)]	(450)	5,088	4,965

(1) The amount is below $1,000.

Significant restrictions

The nature and extent of significant restrictions on the Group's ability to use or access assets and settle liabilities of subsidiaries with material non-controlling interests are:

Cash and cash equivalents of $2,234,000 (2018: $19,488,000) held in People's Republic of China are subject to local exchange control regulations. These regulations places restriction on the amount of currency being exported.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. INTERESTS IN SUBSIDIARIES (CONT'D)

(c) ***Interest in subsidiaries with material non-controlling interest (NCI) (cont'd)***

Summarised financial information about subsidiaries with material NCI

Summarised financial information including goodwill on acquisition and consolidation adjustments but before intercompany eliminations of subsidiaries with material non-controlling interests are as follows:

Summarised balance sheets

	Manhattan Resources (Ningbo) Property Limited		PT Kariangau Power	
	2019	**2018**	**2019**	**2018**
	$'000	**$'000**	**$'000**	**$'000**
Current:				
Assets	11,323	30,511	4,566	6,450
Liabilities	(2,155)	(4,496)	(5,629)	(46,378)
Net current assets/(liabilities)	9,168	26,015	(1,063)	(39,928)
Non-current:				
Assets	82,116	69,222	72,957	78,105
Liabilities	(9,084)	(9,333)	(40,897)	(8,057)
Net non-current assets	73,032	59,889	32,060	70,048
Net assets	82,200	85,904	30,997	30,120

Summarised statement of comprehensive income

	Manhattan Resources (Ningbo) Property Limited		PT Kariangau Power	
	2019	**2018**	**2019**	**2018**
	$'000	**$'000**	**$'000**	**$'000**
Revenue	–	–	12,272	13,147
(Loss)/profit before income tax	(1,448)	1,169	(552)	(4,520)
Income tax (expense)/credit	–	(920)	553	602
(Loss)/profit after tax	(1,448)	249	1	(3,918)
Other comprehensive income	(2,256)	(2,859)	(878)	1,512
Total comprehensive income	(3,704)	(2,610)	(877)	(2,406)

7. INTERESTS IN SUBSIDIARIES (CONT'D)

(c) ***Interest in subsidiaries with material non-controlling interest (NCI) (cont'd)***

Other summarised information

	Manhattan Resources (Ningbo) Property Limited		PT Kariangau Power	
	2019	**2018**	**2019**	**2018**
	$'000	**$'000**	**$'000**	**$'000**
Net cash flows (used in)/from operations	(16,691)	(47)	(10,917)	10,085
Additions to investment property under construction and property under development	(13,609)	(6,588)	–	–

8. INVESTMENT IN ASSOCIATE

The investment in associate is summarised below:

	Group		Company	
	2019	**2018**	**2019**	**2018**
	$'000	**$'000**	**$'000**	**$'000**
Investment, at cost	26,148	26,179	26,148	26,179
Share of post-acquisition results, net of tax	(6,540)	(31)	–	–
Impairment loss	(19,608)	–	(26,148)	(31)
At the end of year	–	26,148	–	26,148

Impairment loss recognised

The triggers for impairment testing amongst others, was primarily the effects of the expiration of the current exploration permits held by the Group's associate, Giantminer Pte. Ltd. and its subsidiary company ("Giantminer Group"). Whilst the Giantminer Group has submitted its application for the renewal of the exploration permits, the Giantminer Group has experienced difficulties in obtaining conclusive documentation and has also not received responses from the relevant authorities on the outcome of its applications. In estimating the probability of future cashflows, the Group has also considered the prevailing social economic factors and ethnic tensions in Xinjiang which has impacted its exploration plans, pertaining to human resources, logistics, security and business development. Restrictions put in place by government to contain or delay the spread of Covid-19 may also restrict exploration activities in the near term.

An impairment loss of $19,608,000 and $26,148,000 was recognised by the Group and Company respectively. The impairment loss recognised by the Group has been included in the "Impairment loss" line in profit or loss in the current financial year.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

8. INVESTMENT IN ASSOCIATE (CONT'D)

Name	Principal activities	Principal place of business	Proportion of ownership interest 2019 %	2018 %
Giantminer Pte. Ltd.	Investment holding and other mining and quarrying	Singapore	25	25

The summarised financial information in respect of Giantminer and its subsidiary, based on its SFRS(I) financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

Summarised balance sheet

	Giantminer and its subsidiary	
	2019	2018
	$'000	$'000
Current assets	42	1,068
Non-current assets	–	25,361
Total assets	42	26,429
Current liabilities	42	622
Total liabilities	42	622
Net assets	–	25,807
Net assets excluding goodwill	–	25,807
Proportion of the Group's ownership	25%	25%
Group's share of net assets	–	6,452
Other adjustments	–	19,696
	–	26,148

Summarised statement of comprehensive income

	Giantminer Pte. Ltd.	
	2019	2018
	$'000	$'000
Revenue	–	–
Loss after tax	(26,160)	(33)
Other comprehensive income	–	–
Total comprehensive income	(26,160)	(33)

9. INTERESTS IN JOINT VENTURE COMPANY

The Group has 50% (2018: 50%) equity interest in a joint arrangement, Tat Hong Energy Pte. Ltd. ("THE"). This joint venture company is incorporated in Singapore and its principal activities are those relating to the supply of heavy machinery and equipment and investment holding.

	Group	
	2019	**2018**
	$'000	**$'000**
Share of post-acquisition reserves:		
At 1 January	1,814	1,854
Share of post-acquisition results (net of tax)	101	(104)
Share of foreign currency translation reserve	35	64
Proceeds from distribution	(1,950)	–
At 31 December	–	1,814
Carrying amount of investment	–	1,814

THE is audited by KPMG LLP, Singapore.

The Group recognised a capital distribution from its investment in THE amounting to $1,950,000. The distribution comprised cash of $494,000 was received in 2019. The remaining balance of $1,456,000 was distribution in specie and has arisen from loans owing to the joint ventures. This was set off against balances owing to joint venture. THE had commenced voluntary liquidation in 2018 and was liquidated on 22 August 2019.

Summarised balance sheet

	Tat Hong Energy Pte. Ltd.	
	2019	**2018**
	$'000	**$'000**
Current and total assets	–	3,864
Current and total liabilities	–	(9)
Net assets	–	3,855
Proportion of the Group's ownership	–	50%
Group's share of net assets	–	1,927
Other adjustments	–	(113)
Carrying amount of investment	–	1,814

Summarised statement of comprehensive income

	Tat Hong Energy Pte. Ltd.	
	2019	**2018**
	$'000	**$'000**
Revenue	–	–
Loss after tax	–	(208)
Other comprehensive income	–	128
Total comprehensive income	–	(79)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

10. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2019	2018	2019	2018
	$'000	$'000	$'000	$'000
Trade receivables (current):				
Third parties	5,045	6,319	38	38
Related parties	2,286	2,721	–	–
	7,331	9,040	38	38
Less: Allowance for impairment	(5,778)	(5,739)	(34)	(34)
	1,553	3,301	4	4
Other receivables (current):				
GST receivable	23	17	23	17
Deposits	2,994	3,057	3,031	3,031
Due from related parties	694	697	6	–
Other receivables	4,216	5,302	36	48
Interest receivable from banks	31	3	27	–
	7,958	9,076	3,123	3,096
Less: Allowance for impairment	(6,242)	(6,476)	(3,040)	(3,035)
	1,716	2,600	83	61
Trade and other receivables (current)	3,269	5,901	87	65
Trade and other receivables (non-current):				
Other receivables	12,547	14,287	–	–
Less: Allowance for impairment	(7,226)	(7,104)	–	–
	5,321	7,183	–	–
Total trade and other receivables	8,590	13,084	87	65
Add:				
Cash and bank deposits (Note 15)	27,868	66,222	13,850	28,743
Loan to subsidiary (Note 13)	–	–	–	24,444
Due from subsidiaries (Note 12)	–	–	–	1,448
Due from subsidiaries (non-trade) (Note 13)	–	–	144	2,952
Total financial assets carried at amortised cost	36,458	79,306	14,081	57,652

10. TRADE AND OTHER RECEIVABLES (CONT'D)

(i) Trade receivables are non-interest bearing and are to be settled in cash. Trade receivables are generally on 30 to 120 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

(ii) Amounts due from related parties are unsecured, repayable upon demand and are to be settled in cash.

(iii) In 2012, the Group entered into a sale and purchase agreement ("SPA") with a shipbuilder for the purchase of vessels. The Group subsequently sold the vessels to a third party buyer in 2013. The Group retains an unpaid seller's lien on the vessels until the consideration has been fully paid.

Included in the current and non-current other receivables is the outstanding consideration arising from the sale of the vessels of US$7,631,000 (approximately $10,279,000) (2018: U$10,584,000 approximately S$14,965,000), which is to be paid in equal monthly instalments over a period of 120 months. Any outstanding consideration bears interest at 1 month SIBOR + 3.4% per annum. Due to the barge incidents in prior years, the Group and third party buyer entered into a Second Amendment to the SPA, whereby the monthly instalments were deferred and interest waived commencing from 1 January 2014.

Management had performed an impairment review and had made an allowance of $7,226,000 (2018: $7,319,000) on the other receivables due from the third party buyer in 2015.

(iv) Included in other receivables (non-current) is an amount of $3,437,000 (2018: $3,532,000) placed with local government authorities in Ningbo for the development of a property. These deposits are refundable to the Group based on milestones achieved.

Trade receivables pledged as security

In 2018, trade receivables amounting to $825,000 have been pledged as security for the Group's loans and borrowings as disclosed in Note 16. The Group has fully repaid the bank loans in 2019.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

10. TRADE AND OTHER RECEIVABLES (CONT'D)

Expected credit losses

The movement in allowance for expected credit losses of trade and other receivables computed based on lifetime ECL are as follows:

	Group		Company	
	Trade receivables $'000	Other receivables $'000	Trade receivables $'000	Other receivables $'000
At 1 January 2018	(5,773)	(13,090)	(34)	(3,035)
Exchange differences	34	(490)	–	–
At 31 December 2018 and 1 January 2019	(5,739)	(13,580)	(34)	(3,035)
Charge for the financial year	(112)	(5)	–	(5)
Exchange differences	73	117	–	–
At 31 December 2019	(5,778)	(13,468)	(34)	(3,040)

11. PREPAYMENTS

Included in non-current prepayments are VAT prepayment arising from the property development segment and advanced payments made for the construction of haul roads to facilitate the transportation of coal to the power plant.

The advanced payments on the road haul costs are amortised over the remaining tenure of 22 years (2018: 23 years). Included in current prepayments are prepaid taxes arising from the sale of electricity amounting to $539,000 (2018: $415,000).

Amortisation expenses of $64,000 (2018: $64,000) has been recognised in the "Depreciation and amortisation" line item of profit or loss for the financial year ended 31 December 2019.

12. DUE FROM SUBSIDIARIES (TRADE)

Amounts due from subsidiaries (trade) are stated after deducting allowance for doubtful debts of $125,000 (2018: $125,000).

These amounts were interest-free and are generally on normal trade terms. They were recognised at their original invoice amounts which represent their fair values on initial recognition.

Except for an amount of $125,000, the remaining amounts due from subsidiaries (trade) have been fully repaid in 2019.

13. LOAN TO SUBSIDIARY AND DUE FROM/(TO) SUBSIDIARIES (NON-TRADE)

	Company	
	2019	2018
	$'000	$'000
Current		
Amounts due from subsidiaries	4,218	6,892
Less: Allowance for impairment	(4,074)	(3,940)
	144	2,952
Amounts due to subsidiaries	(23,673)	(29,011)
Non-current		
Loan to subsidiary	–	24,444

Amounts due from/(to) subsidiaries (non-trade) are unsecured, interest-free, repayable on demand and to be settled in cash.

	Company	
	2019	2018
	$'000	$'000
Loan to subsidiaries – nominal amounts	35,264	35,264
Less: Allowance for impairment	(10,820)	(10,820)
Less: Amounts reclassified to investments in subsidiaries, net	(24,444)	–
	–	24,444

14. INVENTORIES

	Group	
	2019	2018
	$'000	$'000
Balance sheets:		
Raw materials (at cost)	51	84
Income statement:		
Inventories recognised as an expense in cost of sales	3,906	5,883

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

15. CASH AND BANK DEPOSITS

	Group		Company	
	2019	2018	2019	2018
	$'000	$'000	$'000	$'000
Cash at banks and on hand	10,220	66,115	1,995	28,743
Short term deposits	17,648	107	11,855	–
Cash and bank deposits	27,868	66,222	13,850	28,743

In 2018, included in fixed deposits and cash at banks was an aggregate amount of $228,000 pledged to banks for the Group's banking facilities. The Group has fully repaid the loans and borrowings in 2019.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term deposits are made for varying periods between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short term deposit rates.

The effective interest rates as at 31 December 2019 for the Group and the Company were 0.37% (2018: 0.22%) and 0.24% (2018: 0.12%) per annum, respectively.

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting periods:

	Group	
	2019	2018
	$'000	$'000
Cash at banks and on hand	27,868	66,115
Less: Cash at banks pledged	–	(228)
Cash and cash equivalents	27,868	65,887

At the balance sheet date, cash and bank deposits denominated in USD amounted to $16,610,000 (2018: $35,864,000) and $12,016,000 (2018: $13,780,000) for the Group and Company respectively.

16. LOANS AND BORROWINGS

	Group		Company	
	2019	2018	2019	2018
	$'000	$'000	$'000	$'000
Non revolving loans:				
Current	–	(6,818)	–	–
Non-current	–	(13,345)	–	–
Total loans and borrowings	–	(20,163)	–	–

Non revolving loans ("NRL") bore effective interests ranging from 2.55% to 11.00% per annum and were repayable over a period of 1 year to 3 years in the previous financial year.

The NRL was secured by (i) the mortgage on the land and certain property, plant and equipment; (ii) fiduciary security over receivables arising out of operational transaction, claims of performance guarantee from certain suppliers and insurance claims; (iii) security over certain receivables and bank accounts. The Group has fully repaid the NRL in 2019.

17. TRADE AND OTHER PAYABLES

	Group		Company	
	2019	2018	2019	2018
	$'000	$'000	$'000	$'000
Trade payables (current):				
Third parties	(7,479)	(12,135)	(200)	(298)
Related parties	(112)	(15,495)	–	–
	(7,591)	(27,630)	(200)	(298)
Accrued expenses	(3,911)	(7,067)	(373)	(349)
Other payables	(5,823)	(9,428)	(1)	(1)
Amounts due to related parties	(42,088)	(9,311)	(22,404)	(2,724)
Trade and other payables (current)	(59,413)	(53,436)	(22,978)	(3,372)
Trade and other payables (non-current):				
Other payables	(8,213)	(8,438)	–	–
Amounts due to related parties	–	(16,669)	–	–
	(8,213)	(25,107)	–	–
Total trade and other payables	(67,626)	(78,543)	(22,978)	(3,372)
Add:				
Loans and borrowings (Note 16)	–	(20,163)	–	–
Due to subsidiaries (non-trade) (Note 13)	–	–	(23,673)	(29,011)
Advance from joint venture company (Note 18)	–	(1,432)	–	(1,432)
Total financial liabilities carried at amortised cost	(67,626)	(100,138)	(46,651)	(33,815)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

17. TRADE AND OTHER PAYABLES (CONT'D)

Trade and other payables are non-interest bearing. The credit terms of trade payables range from 30 to 120 (2018: 30 to 120) days, while other payables have an average term of 6 (2018: 6) months.

Other payables (non-current)

Included in other payables are government grants received in advance amounting to $8,213,000 (2018: $8,438,000) for the construction of infrastructure in connection with the land use rights acquired by Manhattan Resources (Ningbo) Property Limited in 2011. These payments may be applied to offset the construction costs of the relevant infrastructure, subject to the applicable development regulations and conditions.

The relevant construction permits were obtained in the previous financial year and the construction of property under development had commenced in the previous financial year. The government grants have been classified as non-current as it is not expected that these grants will be applied to offset the construction costs within the next 12 months.

Amounts due to related parties

The amount due to related parties included the following:

(i) An amount payable to ERI of $16,453,000 (2018: $16,669,000) arising from the acquisition of PT KP. These amounts were classified as part of non-current liability in the previous financial year as ERI had agreed not to demand for repayment within the next 12 months.

(ii) The Company and Kaiyi had entered into a loan agreement on 27 December 2018 and a Supplemental Agreement on 1 March 2019 under which Kaiyi agreed to extend to the Company an interest free loan amounting to US$15,000,000 to be disbursed in five tranches.

(iii) The Company and Kaiyi entered into another loan agreement on 5 December 2019 whereby an additional loan of US$1,630,000 was granted to the Company. This loan is due for payment within 12 months from the financial year ended 31 December 2019.

On 21 June 2019, the Company announced that it had entered into a novation and debt conversion agreement (collectively known as the "Debt Conversion Agreement") with SLM, ERI and Kaiyi for the participating debts mentioned in (i) and (ii) above. These debts will be settled on the following basis:

- In respect of ERI, 830,046,700 conversion shares;
- In respect of Kaiyi, 543,720,000 conversion shares in relation to the amounts already disbursed under the Loan Agreement and a further 475,755,000 conversion shares in relation to the Remaining Loan. The Remaining Loan was subsequently drawn down in 2019.

The issuance of the conversion shares is conditional upon approvals from SGX-ST and shareholders of the Company. On 18 February 2020, SGX-ST granted its approval-in-principle for the listing and quotation of the above conversion shares in the capital of the Company at the conversion price of $0.02 per conversion share.

On 16 March 2020, both ERI and Kaiyi have also provided an irrevocable undertaking to the Company that in the event the proposed debt conversion has not been completed by 31 July 2020, it will not demand any repayment of these outstanding amounts at any time in whole or in part prior to 30 April 2021.

18. ADVANCE FROM JOINT VENTURE COMPANY

The amount is unsecured, interest-free, repayable on demand and is to be settled in cash. The joint venture was liquidated in 2019 and the Group has received distribution in cash of approximately $494,000 in 2019 and distribution in species of approximately $1,456,000.

19. SHARE CAPITAL

	Group and Company			
	2019		2018	
	No. of shares	$'000	No. of shares	$'000
Issued and fully paid ordinary shares				
At 1 January	1,136,981,950	202,932	568,490,975	189,004
Issuance of ordinary shares from Rights Issue	–	–	568,490,975	13,928
At 31 December	1,136,981,950	202,932	1,136,981,950	202,932

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

On 20 December 2018, the Company issued 568,490,975 of ordinary shares pursuant to the Rights Issue for a total consideration of approximately $13,928,000.

20. REVENUE

	Group	
	2019	2018
	$'000	$'000
Disaggregation of revenue		
Sale of electricity	12,272	13,147
Coal transportation income	–	13,160
Charter hire income	1,271	1,842
	13,543	28,149
Timing of transfer of services		
Over time	1,271	15,002
Point in time	12,272	13,147

The Group's revenue by business segment and geographical location is disclosed in Note 28.

Transaction price allocated to remaining performance obligation

In relation to the sale of electricity, the Group recognises revenue in the amount that correspond directly with the value to the customer of the Group's performance completed to date and has applied the practical expedient not to disclose information about its remaining performance obligations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

21. OTHER INCOME

	Group 2019 $'000	Group 2018 $'000
Interest income on cash and bank deposits	173	109
Interest income on overdue receivables	910	–
Gain on disposal of property, plant and equipment	839	11,961
Gain from fair value adjustment of investment property under construction	–	3,683
Insurance claims	2,744	–
Miscellaneous income	7	64
	4,673	15,817

Insurance claims arose from the receipts of business disruptions claims of PT KP submitted in 2018.

22. EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' AND EXECUTIVE OFFICERS' REMUNERATION)

	Group 2019 $'000	Group 2018 $'000
Salaries and bonuses	(2,573)	(3,899)
CPF contributions	(125)	(207)
Others	(177)	(750)
	(2,875)	(4,856)

Directors' and executive officers' remuneration are disclosed in Note 26(a).

Share option plans (Manhattan Resources Share Option Scheme) ("Option Scheme")

Under the Option Scheme, non-transferable options are granted to eligible participants. The exercise price of the options may be determined at the absolute discretion of the committee comprising directors duly authorised and appointed by the Board to administer the Option Scheme. Options with subscription prices which are equal to the average of the last-dealt prices for the shares of the Company on the Singapore Exchange Securities Trading Limited ("Market Price"), may be exercised at any time after one year from the date of grant. Subscription prices which represent a discount to the Market Price, may be exercised at any time after two years from the date of grant. The contractual life of the options is 10 years. There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these share options.

There has been no cancellation or modification to the Option Scheme during 2018.

The Option Scheme had expired on 15 September 2018.

22. EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' AND EXECUTIVE OFFICERS' REMUNERATION) (CONT'D)

Movement of share options during the financial year

The following table shows the number and exercise price, and movements in, share options during the financial year:

	Group and Company			
	2019		2018	
	No. of options	Exercise price ($)	No. of options	Exercise price ($)
Outstanding at 1 January	275,000	0.48	275,000	0.48
Outstanding at 31 December	–	–	275,000	0.48
Exercisable at 31 December	–	0.48	275,000	0.48
Expiry date	23 February 2019		23 February 2019	

Fair value of share options granted

The fair value of the share options granted under the Option Scheme was estimated at the grant date using a binomial option pricing model, taking into account the terms and conditions upon which the instruments were granted.

The following table lists the inputs to the option pricing model as of date of grant:

	Option Scheme
Dividend yield	NIL
Expected volatility	87.5%
Risk-free interest rate (% p.a.)	2.09%
Life of option	10 years
Weighted average share price	$0.33

The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

23. OPERATING EXPENSES, IMPAIRMENT LOSS AND OTHER EXPENSES

	Group	
	2019 $'000	2018 $'000
Operating expenses:		
Coal and fuel	(3,421)	(10,490)
Operations and maintenance	(2,495)	(3,353)
Agent fees and port handling charges	(91)	(1,413)
Certificate, licence and other compliance expenses	(55)	(405)
Chartering expenses	–	(1,279)
Other expenses	(1,381)	(1,659)
	(7,443)	(18,599)
Interest expense		
– Bank borrowings	(394)	(3,056)
– Lease liabilities	(361)	–
	(755)	(3,056)
Impairment loss on		
– property, plant and equipment (Note 3)	(2,612)	–
– goodwill and intangible assets (Note 5)	(969)	–
– investment in associate (Note 8)	(19,608)	–
– trade and other receivables (Note 10)	(117)	(10)
	(23,306)	(10)
Other expenses included the following:		
Office and other rental expenses	(96)	(328)
Foreign exchange gain/(loss), net	1,385	(953)
Legal and professional fees	(547)	(754)
Included in legal and professional fees are the following:		
– Audit fees:		
Auditors of the Company	(138)	(141)
Affiliates of the auditors of the Company	(55)	(65)
– Non-audit fees:		
Auditors of the Company	(10)	(10)

24. INCOME TAX

Major components of income tax credit/(expense)

Major components of income tax credit/(expense) for the financial years ended 31 December 2019 and 2018 are:

	Group	
	2019 $'000	2018 $'000
Income statement:		
Current income tax:		
Current income taxation	(17)	(3,353)
Deferred income tax:		
Origination and reversal of temporary differences	553	(319)
	553	(319)
Income tax recognised in profit or loss	536	(3,672)

Relationship between tax credit/(expense) and accounting (loss)/profit

The reconciliation of the tax and the product of accounting (loss)/profit before tax multiplied by the applicable tax rate is as follows:

	Group	
	2019 $'000	2018 $'000
(Loss)/profit before tax	(30,452)	7,032
Tax at the domestic rates applicable to (loss)/profit in the countries where the Group operates	5,358	(1,986)
Adjustments:		
Income not subject to taxation	44	3
Non-deductible expenses	(4,341)	(409)
Share of results of associate and joint venture	(1,261)	(19)
Deferred tax assets not recognised	(650)	(1,324)
Benefits of deferred tax assets previously unrecognised	1,386	63
Income tax credit/(expense) recognised in profit or loss	536	(3,672)

The corporate income tax rate applicable to Singapore companies of the Group was 17% for the year of assessment ("YA") 2020 and YA2019.

The corporate income tax rate applicable to Indonesian companies of the Group was 25% for YA2020 and YA2019, except for a subsidiary's vessel charter income which is subjected to a final tax at a rate of 1.20% of revenue in YA2020 and YA2019 under the Taxation Laws of Indonesia.

The above reconciliation is prepared by aggregating separate reconciliation for each national jurisdiction.

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24. INCOME TAX (CONT'D)

Deferred tax

Deferred tax as at 31 December relates to the following:

	Group				Company	
	Consolidated balance sheet		Consolidated income statement		Balance sheet	
	2019 $'000	2018 $'000	2019 $'000	2018 $'000	2019 $'000	2018 $'000
Deferred tax liability:						
Differences in depreciation	(1,233)	(1,015)	(157)	(2)	(14)	(14)
Differences in amortisation	(6,543)	(7,055)	710	604	–	–
Fair value adjustment on investment property under development	(871)	(896)	–	(921)	–	–
	(8,647)	(8,966)			(14)	(14)
Deferred tax credit/(expense)			553	(319)		

Unabsorbed tax losses

As at 31 December 2019, the Group and the Company have unabsorbed tax losses of approximately $20,467,000 (2018: $40,955,000) and $5,040,000 (2018: $4,517,000), respectively, that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

The unutilised tax losses of the Group's subsidiaries in Indonesia and People's Republic of China ("PRC") of $6,586,000 (2018: $10,497,000) and $4,935,000 (2018: $3,620,000), respectively can be carried forward for a maximum period of 5 years from the year of assessment when these losses were incurred. These losses will expire between 2022 and 2023 in relation to the Group's subsidiaries in Indonesia and between 2022 and 2024 in relation to the Group's subsidiary in PRC.

The unabsorbed tax losses brought forward are restated to comply with the tax returns filed in the current financial year with the Comptroller of Income Tax.

Unrecognised temporary differences relating to investment in subsidiaries and joint venture

At the end of the respective reporting periods, no deferred tax liability has been recognised for taxes that would be payable on the undistributed earnings of the Group's subsidiaries and joint venture as the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

25. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit from continuing operations, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share from continuing operations are calculated by dividing profit, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

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

	Group	
	2019	**2018**
	$'000	**$'000**
(Loss)/profit for the financial year, net of tax, attributable to equity holders of the Company used in the computation of basic earnings per share	(29,155)	3,744
	No. of shares	**No. of shares**
Weighted average number of ordinary shares for basic and diluted earnings per share computation	1,136,981,950	587,181,089

The outstanding share options as disclosed in Note 22 have not been included in the calculation of diluted earnings per share in the current financial year because these are anti-dilutive.

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26. RELATED PARTY DISCLOSURES

(a) ***Remuneration of directors and executive officers***

	Group	
	2019	**2018**
	$'000	**$'000**
Directors' remuneration (including directors' fees):		
Salaries, bonus and directors' fees	(385)	(377)
CPF contributions	(15)	(15)
Other benefits	(8)	(8)
	(408)	(400)
Executive officers' remuneration:		
Salaries and bonus	(1,084)	(1,020)
CPF contributions	(73)	(59)
Other benefits	(39)	(12)
	(1,196)	(1,091)
	(1,604)	(1,491)

Directors' interest in share option plan

During the financial years ended 31 December 2019 and 31 December 2018, no share options were granted to the Company's directors.

(b) ***Sale and purchase of services and lease***

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties during the financial year took place at terms agreed between the parties, which were made at terms equivalent to those prevailing in arm's length transactions with third parties:

	Group	
	2019	**2018**
	$'000	**$'000**
Related parties		
– Coal transportation income	–	10,353
– Sale of electricity	5,018	5,036
– Purchase of coal	–	(3,128)
– Commercial property lease expense	(159)	(178)

Related parties comprise companies which are related to a substantial shareholder and his close family members.

27. CONTINGENT LIABILITIES

Financial support

The Company has committed to provide continuing financial support to certain of its subsidiaries to enable them to operate as going concerns.

28. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services, and has 5 reportable operating segments as follows:

(a) The Power Plant segment relates to the construction, acquisition, operations and maintenance of power plants and the production and sale of electric power in Indonesia;

(b) The Shipping segment relates to shipchartering and provision of freight services in Indonesia, mainly for coal carrying activities;

(c) The Property Development segment relates to property development activities in the PRC;

(d) The Mineral Resources segment relates to the mineral resources and mining activities in the PRC; and

(e) The Corporate and Others segment is involved in Group-level corporate services, treasury functions, investments in properties and others, including overburden removal services and equipment leasing services.

Except as indicated above, no other operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

28. SEGMENT INFORMATION (CONT'D)

	31 December 2019							31 December 2018						
	Power Plant $'000	Shipping $'000	Property Development $'000	Mineral Resources $'000	Corporate and Others $'000	Eliminations $'000	Per consolidated financial statements $'000	Power Plant $'000	Shipping $'000	Property Development $'000	Mineral Resources $'000	Corporate and Others $'000	Eliminations $'000	Per consolidated financial statements $'000
Revenue														
External customers	12,272	1,271	–	–	–	–	13,543	13,147	15,002	–	–	–	–	28,149
Inter-segment	–	–	–	–	24	(24)	–	–	–	–	–	24	(24)	–
Total revenue	12,272	1,271	–	–	24	(24)	13,543	13,147	15,002	–	–	24	(24)	28,149
Results														
Interest income	48	20	54	–	51	–	173	26	56	8	–	19	–	109
Depreciation and amortisation	(4,497)	(1,334)	(136)	–	(224)	–	(6,191)	(4,804)	(2,423)	–	–	(106)	–	(7,333)
Share of results of associate	–	–	–	(6,540)	–	–	(6,540)	–	–	–	(6)	–	–	(6)
Share of results of joint venture company	–	–	–	–	(872)	–	(872)	–	–	–	–	(104)	–	(104)
Impairment loss on trade and other receivables	–	(112)	–	–	(5)	–	(117)	–	–	–	–	(10)	–	(10)
Gain on disposal of property, plant and equipment	–	839	–	–	–	–	839	–	11,961	–	–	–	–	11,961
Interest expenses	(394)	(335)	(8)	–	(18)	–	(755)	(2,654)	(142)	–	–	(260)	–	(3,056)
Impairment loss on property, plant and equipment	(2,599)	(13)	–	–	–	–	(2,612)	–	–	–	–	–	–	–
Impairment loss on investment in associate	–	–	–	(19,608)	–	–	(19,608)	–	–	–	–	–	–	–
Impairment loss on goodwill and intangible assets	(969)	–	–	–	–	–	(969)	–	–	–	–	–	–	–
Segment (loss)/profit	(552)	(75)	(113)	(26,148)	(1,563)	(2,001)	(30,452)	(4,520)	11,524	4,291	(6)	(994)	(3,263)	7,032
Income tax credit/ (expenses)	553	(17)	–	–	–	–	536	602	(3,353)	(921)	–	–	–	(3,672)

28. SEGMENT INFORMATION (CONT'D)

	Power Plant $'000	Shipping $'000	Property Development $'000	Mineral Resources $'000	Corporate and Others $'000	Eliminations $'000	Per consolidated financial statements $'000
31 December 2019							
Assets							
Additions to property, plant and equipment	727	–	–	–	12	–	739
Segment assets	77,522	9,421	93,357	–	14,053	–	194,353
Segment liabilities	(13,419)	(10,952)	(11,240)	–	(44,811)	–	(80,422)
31 December 2018							
Assets							
Investment in associate	–	–	–	26,148	–	–	26,148
Investment in joint venture company	–	–	–	–	1,814	–	1,814
Additions to property, plant and equipment	679	2,100	–	–	6	–	2,785
Segment assets	84,555	12,440	99,734	26,148	30,851	–	253,728
Segment liabilities	(51,705)	(21,394)	(12,380)	–	(26,885)	–	(112,364)

28. SEGMENT INFORMATION (CONT'D)

Geographical information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	2019	2018	2019	2018
	$'000	$'000	$'000	$'000
Singapore	–	–	13	28,063
Indonesia	13,543	28,149	79,519	83,595
China	–	–	82,116	69,223
	13,543	28,149	161,648	180,881

Information about major customers

	Power plant		Shipping	
	2019	2018	2019	2018
	$'000	$'000	$'000	$'000
Revenue from a major customer	6,992	8,029	1,271	10,353

29. LEASES

Group as lessee

The Group has lease contracts for various items of office premises and vessels used in its operations. Leases of office premise generally have lease terms between 1 to 4 years, while vessels generally have lease terms of 5 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from subleasing the office premises to third parties. The lease contracts do not include renewal options and variable lease payments.

The Group also has certain leases of staff accommodation and office premise with lease terms of 12 months or less and leases of photocopier machine and warehouse storage with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases. The carrying amounts of right-of-use assets recognised and the movements during the period are as follows:

	Office premises $'000	Vessels $'000	Land use rights $'000	Total $'000
At 1 January 2019	–	–	–	–
Effect of adopting SFRS(I) 16	4,012	671	–	4,683
Reclassification (Note 4)	–	–	11,049	11,049
At 1 January 2019 (SFRS(I) 16)	4,012	671	11,049	15,732
Depreciation charge for the financial year	(1,070)	(268)	–	(1,338)
Exchange differences	–	–	314	314
At 31 December 2019	2,942	403	11,363	14,708

29. LEASES (CONT'D)

Group as lessee (cont'd)

The carrying amounts of lease liabilities and the movements during the period are as follows:

	Total $'000
At 1 January 2019	–
Effect of adopting SFRS(I) 16	4,669
At 1 January 2019 (SFRS(I) 16)	4,669
Accretion of interest	361
Payments	(1,543)
At 31 December 2019	3,487
Current	2,319
Non-current	1,168

The maturity profile of lease liabilities is disclosed in Note 31(b).

The lease expenses recognised in the statement of comprehensive income are as follows:

	$'000
2019 – Leases under SFRS(I) 16	
Interest expenses on lease liabilities	361
Expenses related to low value assets	96
2018 – Leases under SFRS(I) 1-17	
Charter hire expenses	1,127
Office rental expenses	366

The Group had total cash outflows for leases of $1,639,000. The Group also had non-cash additions to right-of-use assets and liabilities of $4,683,000 and $4,669,000 in 2019 respectively. The future cash outflows relating to leases that have not yet commenced as disclosed in Note 30.

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30. COMMITMENTS

(a) ***Rental commitments***

The Group has entered into commercial property leases on its office premises and for staff accommodation. The non-cancellable leases for the Group have remaining lease terms ranging from 1 to 4 years (2018: 1 to 2 years) with no renewal options or contingent rent provisions included in the contracts. The Group is restricted from subleasing the office premises and staff accommodation to third parties.

Lease payments under operating leases recognised as an expense in profit or loss for the financial year ended 31 December 2019 approximated $358,000 (2018: $328,000).

Future minimum rental payable under the non-cancellable operating leases as at 31 December are as follows:

	Group	
	2019	**2018**
	$'000	**$'000**
Not later than one year	208	301
Later than one year but not later than five years	187	506
	395	807

As disclosed in Note 2.2, the Group has adopted SFRS(I) 16 on 1 January 2019.

(b) ***Operating lease commitments – as lessee***

The Group had entered into operating lease agreements for the charter hire of vessels in prior years. The non-cancellable leases for the Group have remaining lease terms of 4 years (2018: 5 years).

Future minimum charter hire of vessels under the non-cancellable operating leases as at 31 December are as follows:

	Group	
	2019	**2018**
	$'000	**$'000**
Not later than one year	1,334	1,317
Later than one year but not later than five years	2,335	3,622
	3,669	4,939

As disclosed in Note 2.2, the Group has adopted SFRS(I) 16 on 1 January 2019.

30. COMMITMENTS (CONT'D)

(c) ***Power purchase agreements***

A subsidiary of the Group has signed power purchase agreement to supply electricity to various customers on an actual or "take or pay" basis at a pre-determined minimum amount per month and at pre-determined rates. These agreements are valid for a period of 1 to 8 years and can be extended upon the written approvals of the parties.

Future minimum sale of electricity as at 31 December are as follows:

	Group	
	2019	**2018**
	$'000	**$'000**
Not later than one year	5,310	5,190
Later than one year but not later than five years	5,858	10,802
More than five years	108	–
	11,276	15,992

These amounts exclude a power purchase agreement with a major customer as the agreement is on an excess power purchase basis.

PT KP has an on-going power purchase agreement with a related party to supply electricity on a take or pay basis, subject to any amendments as may be agreed by the parties. The rate may be adjusted every month based on a pre-determined formula. PT KP expects the potential sales volume to be approximately $7,000,000 annually. This agreement has a remaining period of 2 years (2018: 3 years).

(d) ***Coal sales and purchase agreement***

PT KP has an on-going Coal Sales and Purchase Agreement ("Agreement") with a party to purchase coal at a fixed price. This Agreement will expire on 30 April 2020, subject to any extensions that may be agreed to by the parties.

31. FINANCIAL INSTRUMENTS

(a) ***Financial risk management objectives and policies***

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, liquidity risk and credit risk. The Board of Directors reviews and agrees on policies and procedures for the management of these risks, which are executed by the Deputy Chief Financial Officer. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is and has been throughout the current and previous financial years, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost efficient. The Group and the Company do not apply hedge accounting.

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

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31. FINANCIAL INSTRUMENTS (CONT'D)

(a) ***Financial risk management objectives and policies (cont'd)***

Foreign currency risk

The Group's subsidiaries in Indonesia have transactional currency exposures arising mainly from purchases that are denominated in other currencies other than their functional currencies, Indonesian Rupiah ("IDR"). The foreign currencies in which these transactions are mainly denominated are United States Dollars ("USD"). Approximately 12% (2018: 4%) of the Group's costs and expenses, excluding impairment losses, are denominated in USD (2018: USD). The Group's trade payable balances as at the balance sheet date have similar exposures.

The Group and Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the balance sheet date, such foreign currency balances are mainly denominated in USD and RMB.

Sensitivity analysis for foreign currency risk

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

			Group	
			Loss before tax decrease/ (increase) 2019 $'000	**Profit before tax (increase)/ decrease 2018 $'000**
USD/SGD	–	strengthened 3% (2018: 3%)	845	86
	–	weakened 3% (2018: 3%)	(845)	(86)
USD/RMB	–	strengthened 3% (2018: 3%)	(67)	(582)
	–	weakened 3% (2018: 3%)	67	582
USD/IDR	–	strengthened 3% (2018: 3%)	(79)	418
	–	weakened 3% (2018: 3%)	79	(418)

Interest rate risk

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

The Group has fully repaid the loans and borrowings in 2019.

31. FINANCIAL INSTRUMENTS (CONT'D)

(a) ***Financial risk management objectives and policies (cont'd)***

Interest rate risk (cont'd)

Sensitivity analysis for interest rate risk in 2018

If IDR interest rates had been 50 basis points lower/higher with all other variables held constant, the Group's profit/(loss) before tax would in 2018 have been $116,000 higher/lower, arising mainly as a result of lower/higher interest expenses on the interest rates of the non-revolving loans. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

Liquidity risk

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

At the balance sheet date, the Group's and the Company's financial liabilities and financial assets are based on the carrying amounts reflected in the financial statements. The table in 30(b) summarises the maturity profile of the Group's and the Company's financial assets used for managing liquidity risk and financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

As disclosed in Note 17, the Company has entered into a Debt Conversion Agreement such that certain amounts due to related parties will be converted into shares of the Company. The proposed debt conversion is subject to shareholders' approval at a forthcoming extraordinary general meeting. ERI and Kaiyi have also provided an irrevocable undertaking to the Company that in the event the proposed debt conversion has not been completed by 31 July 2020, it will not demand any repayment of the outstanding amounts at any time in whole or in part prior to 30 April 2021.

Credit risk

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

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

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

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 60 days when they fall due, which are derived based on the Group's historical information.

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31. FINANCIAL INSTRUMENTS (CONT'D)

(a) ***Financial risk management objectives and policies (cont'd)***

Credit risk (cont'd)

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the company compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition.

The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

– Internal credit rating

– External credit rating

– Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations

– Actual or expected significant changes in the operating results of the borrower

– Significant increases in credit risk on other financial instruments of the same borrower

– Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements

– Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

– There is significant difficulty of the issuer or the borrower

– A breach of contract, such as a default or past due event

– It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation

– There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 120 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

31. FINANCIAL INSTRUMENTS (CONT'D)

(a) ***Financial risk management objectives and policies (cont'd)***

Credit risk (cont'd)

Trade and other receivables

The Group provides for lifetime expected credit losses for all trade and other receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on business operating units. The expected credit losses below also incorporate forward looking information such as forecast of economic conditions where the gross domestic product will deteriorate over the next year, leading to an increased number of defaults.

Summarised below is the information about the credit risk exposure on the Group's trade and other receivables using provision matrix, grouped by business units:

(i) Shipping

At 31 December 2019	**Gross carrying amount $'000**	**Loss allowance provision $'000**
Current	–	–
Past due:		
Within 30 days	188	–
31 to 60 days	–	–
61 to 90 days	192	–
More than 90 days	2,675	(1,365)
	3,055	(1,365)

At 31 December 2018	**Gross carrying amount $'000**	**Loss allowance provision $'000**
Current	366	–
Past due:		
Within 30 days	536	–
31 to 60 days	618	–
61 to 90 days	345	–
More than 90 days	3,672	(1,334)
	5,537	(1,334)

NOTES TO THE FINANCIAL STATEMENTS

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31. FINANCIAL INSTRUMENTS (CONT'D)

(a) ***Financial risk management objectives and policies (cont'd)***

Credit risk (cont'd)

Trade and other receivables (cont'd)

(ii) Power plant

At 31 December 2019	**Gross carrying amount $'000**	**Loss allowance provision $'000**
Current	1,527	–
Past due:		
More than 90 days	443	(443)
	1,970	(443)

At 31 December 2018	**Gross carrying amount $'000**	**Loss allowance provision $'000**
Current	1,224	–
Past due:		
More than 90 days	431	(431)
	1,655	(431)

The Company provides for expected credit loss ("ECL") on loans to subsidiary and amounts due from subsidiaries based on the general approach and the extent of loss allowance is dependent on the extent of credit deterioration since initial recognition.

In assessing whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on amounts due from subsidiaries and loan to subsidiary as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supporting information, which includes any significant changes in the expected performance and behaviour of these subsidiaries and joint ventures, including changes in the payment status, financial position and operating results, forward-looking information and market data.

The Company computes expected credit loss using the probability of default approach. In calculating the expected credit loss rates, the Company considers implied probability of default from external rating agency.

A significant increase in credit risk is presumed when there is a significant deterioration in the financial position of these subsidiaries.

31. FINANCIAL INSTRUMENTS (CONT'D)

(a) *Financial risk management objectives and policies (cont'd)*

Credit risk (cont'd)

A default occurs when these subsidiaries and joint ventures fail to make contractual payments within 90 days of when they fall due. The amounts due from subsidiaries and joint ventures are only written off when the respective subsidiary is liquidated or disposed.

Category	Definition of category	Basis for recognition of expected credit loss provision	Gross carrying amount as at 31 December 2019 $'000	Loss allowance provision $'000
Stage 1	Subsidiaries that have a low risk of default and a strong capacity to meet contractual cash flows.	12-month expected credit loss	–	–
Stage 2	Amounts due from subsidiaries which have a significant increase in credit risk.	Lifetime expected credit loss	–	–
Stage 3	Amounts due from subsidiaries that are 90 days past due.	Lifetime expected credit loss	14,944	(14,800)

Category	Definition of category	Basis for recognition of expected credit loss provision	Gross carrying amount as at 31 December 2018 $'000	Loss allowance provision $'000
Stage 1	Subsidiaries that have a low risk of default and a strong capacity to meet contractual cash flows.	12-month expected credit loss	27,268	(94)
Stage 2	Amounts due from subsidiaries which have a significant increase in credit risk.	Lifetime expected credit loss	–	–
Stage 3	Amounts due from subsidiaries that are 90 days past due.	Lifetime expected credit loss	14,889	(14,666)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

31. FINANCIAL INSTRUMENTS (CONT'D)

(a) ***Financial risk management objectives and policies (cont'd)***

Credit risk (cont'd)

Exposure to credit risk

At the balance sheet date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheets.

Credit risk, or the risk of counterparties defaulting, is managed through the application of credit approval and monitoring procedures.

No other financial assets carry a significant exposure to credit risk.

Credit risk concentration profile

The Group's trade receivables at balance sheet date are mainly due from customers in the coal mining and electricity industries in the Indonesian market.

The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group			
	2019		2018	
	$'000	% of total	$'000	% of total
By country:				
Indonesia	1,549	99%	3,297	99%
Singapore	4	1%	4	1%
	1,553	100%	3,301	100%

At the end of the reporting period, approximately 28% (2018: 48%) of the Group's trade receivables were due from related parties.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalents are placed with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 10.

31. FINANCIAL INSTRUMENTS (CONT'D)

(b) ***Classification and maturity profile of financial instruments***

At the balance sheet date, the Group's and the Company's financial liabilities and financial assets are based on the carrying amounts reflected in the financial statements. The financial table below summarises the maturity profile of the Group's and the Company's financial assets used for managing liquidity risk and financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	Group			
	One year or less $'000	**One to five years $'000**	**Over five years $'000**	**Total $'000**
2019				
Financial assets:				
Trade and other receivables	3,269	5,321	–	8,590
Cash and bank deposits	27,868	–	–	27,868
Total undiscounted financial assets	31,137	5,321	–	36,458
Financial liabilities:				
Trade and other payables	(59,413)	(8,213)	–	(67,626)
Lease liabilities	(2,319)	(1,168)	–	(3,487)
Total undiscounted financial liabilities	(61,732)	(9,381)	–	(71,113)
Total net undiscounted financial (liabilities)/assets	(30,595)	(4,060)	–	(34,655)
2018				
Financial assets:				
Trade and other receivables	5,901	6,307	2,037	14,245
Cash and bank deposits	66,222	–	–	66,222
Total undiscounted financial assets	72,123	6,307	2,037	80,467
Financial liabilities:				
Trade and other payables	(53,436)	(25,107)	–	(78,543)
Loans and borrowings	(6,818)	(13,345)	–	(20,163)
Advance from joint venture company	(1,432)	–	–	(1,432)
Total undiscounted financial liabilities	(61,686)	(38,452)	–	(100,138)
Total net undiscounted financial assets/(liabilities)	10,437	(32,145)	2,037	(19,671)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

31. FINANCIAL INSTRUMENTS (CONT'D)

(b) ***Classification and maturity profile of financial instruments (cont'd)***

	Company One year or less $'000	One to five years $'000	Total $'000
2019			
Financial assets:			
Trade and other receivables	87	–	87
Due from subsidiaries (non-trade)	144	–	144
Cash and bank deposits	13,850	–	13,850
Total undiscounted financial assets	14,081	–	14,081
Financial liabilities:			
Trade and other payables	(22,978)	–	(22,978)
Due to subsidiaries (non-trade)	(23,673)	–	(23,673)
Lease liabilities	(300)	–	(300)
Total undiscounted financial liabilities	(46,951)	–	(46,951)
Total net undiscounted financial liabilities	(32,870)	–	(32,870)
2018			
Financial assets:			
Trade and other receivables	65	–	65
Loan to subsidiary	–	24,444	24,444
Due from subsidiaries (trade)	1,448	–	1,448
Due from subsidiaries (non-trade)	2,858	–	2,858
Cash and bank deposits	28,743	–	28,743
Total undiscounted financial assets	33,114	24,444	57,558
Financial liabilities:			
Trade and other payables	(3,372)	–	(3,372)
Loans and borrowings	–	–	–
Due to subsidiaries (non-trade)	(29,011)	–	(29,011)
Advance from joint venture company	(1,432)	–	(1,432)
Total undiscounted financial liabilities	(33,815)	–	(33,815)
Total net undiscounted financial (liabilities)/assets	(701)	24,444	23,743

32. FAIR VALUE OF ASSETS AND LIABILITIES

(a) ***Fair value hierarchy***

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

– Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

– Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

– Level 3 – Unobservable inputs for the asset or liability.

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

During the current financial year, there have been no transfers between Level 1 and Level 2 and no transfers into or out of Level 3.

Level 3 fair value measurements

Investment property under construction

The valuation of investment property under construction is based on the land datum value method and also takes into consideration construction costs incurred to date. The land datum value method measures the fair value using the benchmark land prices published by local government as a reference, and revisions to the benchmark land prices according to a series of correction coefficients.

Valuation policies and procedures

The Group's Deputy Chief Financial Officer who is assisted by the team (collectively referred to as the "Finance Team"), oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures. In this regard, the Finance Team reports to the Group's audit committee.

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 1-13 fair value measurement guidance to perform the valuation.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of inputs (including those developed internally by the Group) used in the valuations.

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(a) ***Fair value hierarchy (cont'd)***

Valuation policies and procedures (cont'd)

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, external valuation experts are requested to calibrate the valuation models and inputs to actual market transactions (which may include transactions entered into by the Group with third parties as appropriate) that are relevant to the valuation if such information are reasonably available.

For valuations that are sensitive to the unobservable inputs used, external valuation experts are required, to the extent practicable to use a minimum of two valuation approaches to allow for cross-checks.

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

(b) ***Financial instruments whose carrying amounts approximate fair values***

Management has determined that the carrying amounts of cash and cash equivalents, trade and other receivables, amounts due from/to subsidiaries and trade and other payables based on their notional amounts, reasonably approximate their fair values because these are mostly short-term in nature or are repriced frequently.

33. CAPITAL MANAGEMENT

The Group had repaid its loans and borrowings in 2019 as disclosed in Note 16. As the Group had no external borrowings, the Group did not set a policy on maintaining its capital structure at a specific gearing. Instead, the Group's capital management is dependent on capital requirements of projects or investments. Management would evaluate various options taking into consideration market conditions, nature of investment and the Group's structure. The Group would also consider dividend payment to shareholders, return of capital to shareholders, issuance of new shares or borrowings whenever it is in the best interest of the shareholders to do so. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2019 and 31 December 2018.

In 2018, the Group had complied with externally imposed capital requirements for the financial year ended 31 December 2019 and 31 December 2018.

33. CAPITAL MANAGEMENT (CONT'D)

The Group monitors capital based on the debt to equity ratio. This ratio is calculated as total borrowings divided by equity. The debt to equity ratio as at 31 December were as follows:

	2018
	$'000
Loans and borrowings (Note 16)	20,163
Equity	141,364
Debt to equity ratio	0.14

34. SUBSEQUENT EVENTS

With the recent and rapid development of the coronavirus outbreak, many countries have required entities to limit or suspend business operations and implemented travel restrictions and quarantine measures subsequent to the year ended 31 December 2019.

These measures and policies have significantly disrupted the activities of many entities to a certain extent. This may affect the financial performance and carrying value of assets of the Group subsequent to current reporting period.

As the outbreak continues to progress and evolve, the estimate of the financial impact cannot be reasonably determined at this juncture.

35. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the financial year ended 31 December 2019 were authorised for issue in accordance with a resolution of the directors on 2 April 2020.

STATISTICS OF SHAREHOLDINGS

AS AT 23 MARCH 2020

SHARE CAPITAL	:	$217,406,831.29
NUMBER OF SHARES	:	1,136,981,950
CLASS OF SHARES	:	ORDINARY SHARES
VOTING RIGHTS	:	ONE VOTE PER SHARE
NUMBER OF TREASURY SHARES	:	NIL
NUMBER OF SUBSIDIARY HOLDINGS	:	NIL

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1-99	6	0.48	225	0.00
100-1,000	111	8.87	96,554	0.01
1,001 – 10,000	454	36.26	2,573,974	0.23
10,001 – 1,000,000	636	50.80	63,563,046	5.59
1,000,001 & ABOVE	45	3.59	1,070,748,151	94.17
TOTAL	1,252	100.00	1,136,981,950	100.00

	TWENTY LARGEST SHAREHOLDERS AS AT 23 MARCH 2020	NO. OF SHARES	%
1	RAFFLES NOMINEES (PTE) LIMITED	619,743,090	54.51
2	MANHATTAN INVESTMENTS PTE LTD	88,701,764	7.80
3	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	81,178,394	7.14
4	TSAO YUE HWA JOHNNY @SHU YUE MING	45,180,800	3.97
5	CITIBANK NOMINEES SINGAPORE PTE LTD	32,827,500	2.89
6	MOHAMED ABDUL JALEEL S/O MUTHUMARICAR SHAIK MOHAMED	24,216,000	2.13
7	DBS NOMINEES PTE LTD	19,432,500	1.71
8	PHILLIP SECURITIES PTE LTD	19,385,095	1.70
9	MAYBANK KIM ENG SECURITIES PTE. LTD	14,182,300	1.25
10	YUAN RUIDUO	13,676,600	1.20
11	UOB KAY HIAN PTE LTD	8,983,800	0.79
12	OCBC SECURITIES PRIVATE LTD	8,932,300	0.78
13	CHENG YIN MUI OR HO SING MING	8,147,208	0.72
14	ONG SEE BENG	7,540,000	0.66
15	LEE DEBORAH CHEUNG	5,970,000	0.53
16	CHAU WUN	5,660,600	0.50
17	CHEW KENG CHUAN	5,635,000	0.50
18	LOW YI NGO	5,341,200	0.47
19	HSBC (SINGAPORE) NOMINEES PTE LTD	4,727,000	0.42
20	FONG KONG LEONG	3,062,200	0.27
		1,022,523,351	89.94

STATISTICS OF SHAREHOLDINGS

AS AT 23 MARCH 2020

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 23 March 2020)

		DIRECT INTEREST	%	DEEMED INTEREST	%
1	DATO' DR. LOW TUCK KWONG[1]	373,637	0.03%	704,819,654	61.99%
2	MANHATTAN INVESTMENTS PTE LTD	88,701,764	7.80%	–	–
3	MORE TIME INVESTMENTS LIMITED[2]	–	–	88,701,764	7.80%
4	XU YUAN XING[3]	–	–	75,852,792	6.67%

(1) Dato' Dr. Low Tuck Kwong is deemed interested in 704,819,654 Shares, of which 614,427,890 Shares are registered in the name of Raffles Nominees (Pte) Limited, 88,701,764 Shares which are held by Manhattan Investments Pte Ltd through his 100% interest in More Time Investments Limited and 1,690,000 Shares held by his spouse, registered in the name of Citibank Nominees Singapore Pte Ltd.

(2) More Time Investments Limited is deemed interested in 88,701,764 Shares which are held by Manhattan Investments Pte Ltd through its 59.5% interest in Manhattan Investments Pte Ltd.

(3) Xu Yuan Xing is deemed interested in 75,852,792 Shares which are registered in the name of CGS-CIMB Securities (S) Pte Ltd.

PERCENTAGE OF SHAREHOLDINGS IN HANDS OF THE PUBLIC

Approximately, 30.55% of the Company's shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive:

Low Yi Ngo, CEO and Managing Director

Non-Executive:

Elaine Low
Oliver Khaw Kar Heng
Tung Zhihong, Paul (Independent)
Lee Fook Choon (Independent)

Audit Committee

Tung Zhihong, Paul
Oliver Khaw Kar Heng
Lee Fook Choon

Nominating Committee

Tung Zhihong, Paul, Chairman
Low Yi Ngo
Lee Fook Choon

Remuneration Committee

Tung Zhihong, Paul, Chairman
Oliver Khaw Kar Heng
Lee Fook Choon

COMPANY SECRETARY

Madelyn Kwang Yeit Lam

REGISTERED OFFICE

133 New Bridge Road
#18-09 Chinatown Point
Singapore 059413

SHARE REGISTRAR

B.A.C.S PRIVATE LIMITED
8 Robinson Road #03-00
ASO Building
Singapore 048544
Telephone No.: (65) 6593 4848
Fax No.: (65) 6593 4847

AUDITORS

Ernst & Young LLP
Public Accountants and Chartered Accountants
One Raffles Quay
North Tower Level 18
Singapore 048583

Partner-in-charge: Low Bek Teng
(since the financial year ended 31 December 2019)

MANHATTAN RESOURCES LIMITED
Co. Reg. No. 199006289K

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