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WMCH Global Investment Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8208)

**ANNOUNCEMENT OF FIRST QUARTERLY RESULTS
FOR THE THREE MONTHS ENDED 31 MARCH 2020**

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG
LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (collectively the “**Directors**” and individually a “**Director**”) of WMCH Global Investment Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

UNAUDITED FIRST QUARTERLY RESULTS

The board of Directors (the “**Board**”) of WMCH Global Investment Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “**Group**”) for the three months ended 31 March 2020 together with the comparative figures as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

		Three months ended 31 March	
		2020	2019
	<i>Notes</i>	<i>SGD'000</i>	<i>SGD'000</i>
Revenue	3	1,642	2,434
Cost of services		(2,075)	(1,434)
Gross profit		(433)	1,000
Other income, gains and losses, net		58	17
Administrative expenses		(1,047)	(547)
Listing expenses		–	(776)
Finance costs		(11)	(11)
Loss before income tax	4	(1,433)	(317)
Income tax (expense)/credit	5	(8)	38
Loss for the period		(1,441)	(279)
Other comprehensive loss for the period			
<i>Item that may be reclassified subsequently to profit and loss:</i>			
Exchange differences arising on translation of foreign operation		–	–
Other comprehensive loss for the period, net of tax		–	–
Total comprehensive loss for the period		(1,441)	(279)
Loss for the period attributable to:			
Owners of the Company		(1,441)	(279)
Total comprehensive loss for the period attributable to:			
Owners of the Company		(1,441)	(279)
Loss per share			
— Basic and diluted (in Singapore cents)	7	(3.2)	(0.62)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2020

	Share capital SGD'000	Share premium SGD'000	Other reserve SGD'000	Retained earnings SGD'000	Exchange reserve SGD'000	Dividend reserve SGD'000	Total SGD'000
Balance as at 1 January 2020 (Restated)	1,048	6,928	1,128	2,881	(339)	–	11,646
Loss for the period	–	–	–	(1,441)	–	–	(1,441)
Total comprehensive loss for the period	–	–	–	(1,441)	–	–	(1,441)
Balance at 31 March 2020	<u>1,048</u>	<u>6,928</u>	<u>1,128</u>	<u>1,440</u>	<u>(339)</u>	<u>–</u>	<u>10,205</u>
Balance as at 1 January 2019 (Restated)	604	–	606	3,710	(280)	–	4,640
Loss for the period	–	–	–	(279)	–	–	(279)
Total comprehensive loss for the period	–	–	–	(279)	–	–	(279)
Balance at 31 March 2019	<u>604</u>	<u>–</u>	<u>606</u>	<u>3,431</u>	<u>(280)</u>	<u>–</u>	<u>4,361</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. GENERAL INFORMATION

WMCH Global Investment Limited (the “**Company**”) is a public limited company incorporated in the Cayman Islands and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its parent company is WMCH Global Holdings Limited (incorporated in the British Virgin Islands (“**BVI**”). Its ultimate controlling party is Mr. Wong Seng (“**Mr. Wong**”), who is also the chairman, chief executive officer and executive Director of the Company.

The Company’s registered office address is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office and principal place of business of the Group is in 28 Sin Ming Lane, #04-136 Midview City, Singapore 573972. The Company has been registered as a non-Hong Kong company under part 16 of the Companies Ordinance (Cap. 622 of the laws of Hong Kong) (the “**CO**”) on 18 January 2019. Its shares were initially listed (the “**Listing**”) on the GEM of the Stock Exchange (the “**GEM**”) on 29 November 2019 (the “**Listing Date**”).

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of civil and structural engineering consultancy services and provision of other services including master planning, structural due diligence and visual inspection of existing buildings.

The consolidated financial statements are presented in Singapore dollar (“**SGD**”), which is the functional currency of the Company. The Directors of the Company consider that SGD is the functional currency of the primary economic environment in which most of the Group’s transactions are denominated and settled in and this presentation is more useful for its current and potential investors. The consolidated financial statements are presented in thousands of SGD (“**SGD’000**”), unless otherwise stated.

These consolidated financial statements have not been audited.

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with IFRSs, which collectively includes all International Accounting Standards (“**IAS**”) and related interpretations, as issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”) and by the CO.

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair value or revalued amounts at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if the market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in preparing the audited financial statements for the year ended 31 December 2019.

The IASB has issued a number of amendments to IFRSs. The application of the amendments to IFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/ or on the disclosures set out in these unaudited condensed consolidated financial statements.

3. REVENUE AND SEGMENT INFORMATION

The Group's principal activities are provision of civil and structural engineering consultancy services. Revenue is recognised over time and is disaggregated by nature of services as follows:

	Three months ended	
	31 March	
	2020	2019
	SGD'000	SGD'000
Consultancy services fee	1,613	2,341
Other service fee	29	93
	1,642	2,434

Revenue is measured based on the consideration specified in a contract with a client and excludes amounts collected on behalf of third parties. Under the contracts with clients, each consultancy service contract relates to facts and circumstances that are specific to each client. Contract terms provide the Group with an enforceable right to payment, for its performance completed to date, of its costs incurred plus a reasonable margin.

Geographical information

The Group's revenue is mainly derived from clients located in Singapore and Vietnam. The Group's revenue by the geographical location of the clients, determined based on the location of which the construction sites are located, is detailed below:

	Three months ended 31 March	
	2020	2019
	SGD'000	SGD'000
Singapore	1,454	1,851
Vietnam	169	524
Other (<i>Note</i>)	19	59
	1,642	2,434

Note: Other geographical locations are mainly located in the Republic of Maldives and Hong Kong.

4. LOSS BEFORE INCOME TAX

	Three months ended 31 March	
	2020	2019
	SGD'000	SGD'000
Loss before income tax is stated after charging:		
(a) Staff costs (including directors' emoluments) (<i>Note</i>)		
— Salaries, wages and other benefits	2,292	1,512
— Contributions to defined contribution retirement plans	246	159
	2,538	1,671
(b) Other items		
Depreciation for property, plant and equipment and investment property	39	66
Research and development expense	130	60

Note:

Staff costs (including directors' emoluments)

	2020	2019
	SGD'000	SGD'000
Cost of services	2,046	1,363
Administrative expenses	492	308
	2,538	1,671

5. INCOME TAX (EXPENSE)/CREDIT

	Three months ended 31 March	
	2020	2019
	SGD'000	SGD'000
Current tax		
Tax expense for the period	(8)	(50)
Tax refund	–	88
	<u> </u>	<u> </u>
Income tax (expense)/credit	<u>(8)</u>	<u>38</u>

The applicable tax rate of subsidiaries in Singapore and Vietnam are 17% and 20% respectively for the year ended 31 December 2019.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

In Singapore, the partial tax exemption scheme allows for (i) 75% tax exemption on the first S\$10,000 of normal chargeable income; and (ii) a further 50% tax exemption on the next S\$190,000 of normal chargeable income.

Tax rebate refers to the corporate income tax rebate which allows a 25% corporate income tax rebate capped at S\$15,000 per year for the year of assessment 2020.

6. DIVIDENDS

The Board has not declared the payment of any dividend for the three months ended 31 March 2020 (2019: Nil).

7. LOSS PER SHARE

	Three months ended 31 March	
	2020	2019
	SGD'000	SGD'000
Loss for the year attributable to the owners of the Company	<u>(1,441)</u>	<u>(279)</u>
	'000	'000
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earning per share (<i>Note</i>)	<u>450,000</u>	<u>450,000</u>

Note: The calculation of basic loss per share is based on the loss attributable to owners of the Company for the period of approximately SGD(1,441,000) (2019: SGD279,000) and the weighted average number of 450,000,000 (2018: 450,000,000) ordinary shares in issue during the three months ended 31 March 2020.

No diluted earnings per share for the three months ended 31 March 2020 and 2019 was presented as there were no potential dilutive ordinary shares in issue during the reporting period.

8. EVENTS AFTER THE REPORTING PERIOD

Since January 2020, the outbreak of a novel coronavirus (“**COVID-19**”) has impacted the global business environment. Up to the date of these financial statements, our Group was adversely affected by COVID-19 and our revenue has been impacted negatively.

On 31 March 2020, the Prime Minister of Vietnam announced the implementation of 15 days isolation in Ho Chi Minh City from 1 April 2020 and subsequently extended the aforesaid isolation for another 7 days until 22 April 2020. As a result, work at most of the construction sites had to be stopped and full lockdown in Hanoi also stopped work in construction sites there. As such, the Group’s Vietnam subsidiary was greatly impacted from the situation.

In addition, on 16 March 2020, the Malaysian government announced a nationwide full lockdown from 18 March 2020 to 31 March 2020 which was subsequently extended to 12 May 2020. This has caused the precast factory located in Malaysia and borders between Malaysia and Singapore to be closed during the above periods and were unable to deliver the precast to Singapore’s construction sites. Further, on 3 April 2020, the Singapore government announced that only essential businesses or services can continue to operate for the period from 7 April 2020 to 4 May 2020 (subsequently extended to 1 June 2020). During these periods, non-essential businesses or services and workplaces such as construction sites have to close or work-from-home. As such, the Group’s Singapore subsidiary was negatively impacted since Malaysia announced full lockdown.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group has been operating in the civil and structural engineering market in Singapore for around 14 years. Leveraging on our industry experience in Singapore, we started providing civil and structural engineering consultancy services in Vietnam in 2009. The Group mainly provides services in Singapore and Vietnam. Our Group provides the following services: (i) civil and structural engineering consultancy services; and (ii) other services including master planning, structural due diligence and visual inspection of existing buildings.

Our Group's key objective is to provide engineering expertise and ingenuity to achieve the client's objective, which includes completing the projects on time, within budget and with the right quality so as to achieve sustainable growth in terms of our business and financial performance.

FUTURE PROSPECTS

With the Group's experienced management team and reputation in the markets the Group operates in, the Directors believe that the Group is well-positioned to compete against our current competitors, though we opine that in the coming financial years it will continue to be challenging for our industry sector due to the uncertain global environment stemming from the US-China Trade war which will lead to a slump in global demand for goods and services in different industries and rising costs in Singapore, Vietnam and Hong Kong, and the outbreak of COVID-19 that may further affect Singapore, Vietnam and Hong Kong's economies.

The Company has also been continuously evaluating the current business strategies of the Group and the use of capital by the Group's existing businesses with an aim to ensure resources are being used effectively to improve its overall performance. The Company has been actively looking to diversify the revenue sources of the Group in order to create more value to shareholders through acquiring businesses or projects that have promising outlooks and prospects. As at the date of this quarterly announcement, the Group has not identified any acquisition opportunity.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately SGD0.8 million or 33.3%, from approximately SGD2.4 million for the three months ended 31 March 2019 to approximately SGD1.6 million for the three months ended 31 March 2020. The decrease of revenue was mainly due to (i) prefabricated prefinished volumetric construction (the "PPVC") projects which accounted for approximately SGD1.1 million for the three months ended 31 March 2020, representing a decrease of approximately SGD0.4 million from approximately SGD1.5 million for the three months ended 31 March 2019 and (ii) conventional projects which accounted for approximately SGD0.5 million for the three months ended 31 March 2020, representing a decrease of approximately SGD0.4 million from approximately SGD0.9 million for the three months ended 31 March 2019.

Cost Of Services

The Group's cost of services increased by approximately SGD0.7 million or 50.0%, from approximately SGD1.4 million for the three months ended 31 March 2019 to approximately SGD2.1 million for the three months ended 31 March 2020 which was largely due to payments of special bonuses to our Singapore staff as at the end of January 2020 and increase in the number of staff due to the increased workload as a result of the growth in demand for our engineering consultancy services.

Other Income, Gains, And Losses, Net

Other income increased by approximately SGD41,000 or 241.2%, from approximately SGD17,000 for the three months ended 31 March 2019 to approximately SGD58,000 for the three months ended 31 March 2020, which was primarily due to increase in other service income.

Administrative Expenses

The Group's administrative expenses increased by approximately SGD0.5 million or 100%, from approximately SGD0.5 million for the three months ended 31 March 2019 to approximately SGD1.0 million for the three months ended 31 March 2020, which was mainly due to higher operating expenses incurred to cope with a larger work force and higher professional fees such as retainer fees, marketing fees and compliance advisor fees.

Finance Costs

The finance costs mainly consist of interest expenses on bank borrowings and lease liabilities. The finance costs for interest expenses on bank borrowings remained at a stable level with approximately SGD11,000 and SGD11,000 for the three months ended 31 March 2019 and 2020 respectively.

Income Tax Expenses/Credits

As all of the Group's profit are derived from Singapore, Vietnam and Hong Kong, the Group is subject to income tax in Singapore, Vietnam and Hong Kong.

The Group's income tax expenses increased by approximately SGD46,000 or 121.1% from income tax credit of approximately SGD38,000 for the three months ended 31 March 2019 to income tax expense of approximately SGD8,000 for the three months ended 31 March 2020 primarily due to the tax refund received during the year ended 31 March 2019.

Loss For The Year

The loss for the three months ended 31 March 2020 was approximately SGD1.4 million, as compared with the loss of approximately SGD0.3 million for the three months ended 31 March 2019. The higher loss was mainly attributable to the increase in cost of services as discussed above and administrative expenses due to higher operating expenses incurred to cope with a larger work force.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2020,

- (a) the Group's total assets increased to approximately SGD15.4 million (2019: approximately SGD8.1 million) while the total equity increased to approximately SGD10.2 million (2019: approximately SGD4.9 million);
- (b) the Group's current assets increased to approximately SGD12.4 million (2019: approximately SGD6.0 million) while the current liabilities decreased to approximately SGD3.4 million (2019: approximately SGD4.0 million);
- (c) the Group has bank and cash balances and short-term bank deposits of approximately SGD5.4 million (2019: SGD1.8 million);
- (d) there was a bank borrowing of approximately SGD0.9 million (2019: SGD1.0 million); and
- (e) the gearing ratio is calculated by dividing total debts with total equity as at the end of respective year and expressed as a percentage. As at 31 March 2020, the gearing ratio was not applicable to the Group (2019: Nil).

CAPITAL EXPENDITURE

Capital expenditure during the three months ended 31 March 2020 was primarily attributable to expenditures on leasehold improvements and computers and office equipment, totalling SGD9,000 (2019: SGD52,000), to cope with our operation needs.

SIGNIFICANT INVESTMENT

As at 31 March 2020, the Group did not have any significant investments (2019: Nil).

INDEBTEDNESS AND CHARGES ON GROUP ASSETS

As at 31 March 2020 and 2019, the Group had charges on the investment property of carrying amount as at 31 March 2020 of SGD1,395,000 (31 March 2019: SGD1,421,000) for a mortgage loan facility.

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

Save as disclosed in the Company's prospectus dated 14 November 2019 (the "**Prospectus**") and in this announcement, the Group did not have other plans for material investments or capital assets as of 31 March 2020.

FOREIGN EXCHANGE RISK MANAGEMENT

The majority of the Group's transactions, assets and liabilities are denominated in Singapore dollars and Vietnam Dong. The Group is exposed to exchange risk with respect mainly to Vietnam Dong which may affect its performance.

The Group currently does not have a foreign currency hedging policy as the foreign currency risk is considered to be insignificant. However, the management will continue to closely monitor the Group's foreign exchange risk exposure and will consider hedging significant foreign exchange exposure when necessary.

PRINCIPAL RISKS AND UNCERTAINTIES

All the risks relating to the Group's business have been set out in the Prospectus under the section headed "Risk Factors".

CONTINGENT LIABILITY AND CAPITAL COMMITMENT

As at 31 March 2020, save as disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus, the Group did not have any material contingent liabilities (2019: Nil) or any material capital commitments (2019: Nil).

OTHER INFORMATION

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 of the GEM Listing Rules, were as follows:

Long position in the Company’s share (the “Shares”)

Name of Director	Capacity/Nature	Number of ordinary Shares held/interested	Percentage of shareholding
Mr. Wong Seng (Notes 2 and 3)	Interest of controlled corporation	450,000,000 (L) (Note 1)	75%

Long position in the Shares of associated corporation

Name of Director	Name of associated corporation	Capacity/ Nature	Number of ordinary Shares held/interested	Percentage of shareholding
Mr. Wong Seng (Note 3)	WMCH Global Holdings Limited	Beneficial owner	1,100 (L) (Note 1)	55%
Ms. Leow Geok Mui (“Ms. Leow”) (Note 3)	WMCH Global Holdings Limited	Beneficial owner	400 (L) (Note 1)	20%
Mr. Lim Chin Keong (“Mr. Lim”) (Note 3)	WMCH Global Holdings Limited	Beneficial owner	350 (L) (Note 1)	17.5%
Mr. Heng Kim Huat (“Mr. Heng”) (Note 3)	WMCH Global Holdings Limited	Beneficial owner	150 (L) (Note 1)	7.5%

Save as disclosed above and so far as is known to the Directors, as at 31 March 2020, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 of the GEM Listing Rules.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2020 and so far as is known to the Directors, the following entities or persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying Shares, which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Name of Directors	Capacity/Nature	Number of ordinary Shares held/interested	Percentage of interest
WMCH Global Holdings Limited	Beneficial owner	450,000,000 (L) (Note 1)	75%
Ms. Tan Seow Hong (Note 4)	Interest of spouse	450,000,000 (L) (Note 1)	75%

Notes:

1. The letter “L” demonstrates long position in such securities.
2. Mr. Wong Seng beneficially owns 55% of the issued share capital of WMCH Global Holdings Limited which in turn held 450,000,000 Shares. Therefore, Mr. Wong Seng is deemed to be interested in 450,000,000 Shares held by WMCH Global Holdings for the purposes of the SFO.
3. WMCH Global Holdings Limited, which holds 75% of the issued share capital of the Company, is an investment holding company owned as to 55% by Mr. Wong Seng, 20% by Ms. Leow, 17.5% by Mr. Lim and 7.5% by Mr. Heng. As such, WMCH Global Holdings Limited, Mr. Wong Seng, Ms. Leow, Mr. Lim and Mr. Heng are considered as a group of controlling shareholders and substantial shareholders for the purpose of the GEM Listing Rules.
4. Ms. Tan Seow Hong is the spouse of Mr. Wong Seng and is therefore deemed to be interested in all the Shares which Mr. Wong Seng is interested in for the purpose of the SFO.

Save as disclosed above, as at 31 March 2020, the Directors were not aware of any interests or short positions owned by any entities or persons (other than the Directors or chief executive of the Company) in the Shares or underlying Shares, which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company under Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the three months ended 31 March 2020 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or their spouses or children under the age of 18 to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**Scheme**”) on 6 November 2019 (the “**Adoption Date**”). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

As at 31 March 2020, a total of 60,000,000 Shares, representing 10% of the issued Shares, were available for issue under the Scheme.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 March 2020.

The following is a summary of the principal terms of the Scheme conditionally approved and adopted by written resolutions of our then shareholders on 6 November 2019.

(a) Purpose

The purpose of the Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, subcontractors, agents, clients, business partners or service providers of our Group and to promote the success of the business of our Group.

(b) Who may join and basis of eligibility

On and subject to the terms of the Scheme and the requirements of the GEM Listing Rules, the Board shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant options to any participant.

(c) Price of Shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by our Board and notified to a participant and shall be at least the higher of:

- (i) the closing price of our Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day;
- (ii) the average of the closing prices of our Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and
- (iii) the nominal value of a Share on the date of grant of the option.

For the purpose of calculating the subscription price, where our Company has been listed on the Stock Exchange for less than five business days, the issue price of the Shares on the Stock Exchange shall be used as the closing price for any business day fall within the period before listing.

(d) Grant of options and acceptance of offers

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK\$1.00.

(e) Maximum number of Shares

The total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date (i.e. 60,000,000 Shares).

(f) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Person (except for any INED or substantial shareholder of the Company) (including both exercised and outstanding options under the Scheme) in the twelve-month period expiring on the offer date must not exceed 1% of the issued Shares.

Where any further grant of options to an Eligible Person would result in excess of such limit shall be subject to the approval of the Shareholders at general meeting with such Eligible Person and his associates abstaining from voting. In seeking such approval, a circular must be sent to the Shareholders containing the required details in accordance with Chapter 23 of the GEM Listing Rules.

(g) Grant of options to certain connected persons

- (i) Any grant of an option to a Director, chief executive or substantial shareholder of our Company (or any of their respective close associates) must be approved by our independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the option).
- (ii) Where any grant of options to a substantial shareholder or an independent non-executive Director (or any of their respective close associates) will result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Scheme and any other share option schemes of our Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant:
 - (a) representing in aggregate over 0.1% of our Shares in issue; and
 - (b) having an aggregate value, based on the closing price of our Shares at the date of each grant, in excess of HK\$5 million,

such further grant of options is required to be approved by our shareholders at a general meeting of our Company, with voting to be taken by way of poll. Our Company shall send a circular to our shareholders containing all information as required under the GEM Listing Rules in this regard. All core connected persons of our Company shall abstain from voting (except where any core connected person intends to vote against the proposed grant). Any change in the terms of an option granted to a substantial shareholder or an independent non-executive Director or any of their respective close associates is also required to be approved by our shareholders in the aforesaid manner.

(h) Restrictions on the times of grant of options

- (i) Our Company may not grant any options after inside information has come to its knowledge until such inside information has been announced. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:
 - (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or other interim period (whether or not required under the GEM Listing Rules); and
 - (b) the deadline for our Company to publish an announcement of the results for any year, or half-year under the GEM Listing Rules, or quarterly or other interim period (whether or not required under the GEM Listing Rules), and ending on the date of the results announcement.

(ii) Further to the restrictions in paragraph (i) above, no option may be granted to a Director on any day on which financial results of our Company are published:

- (a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (b) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half year period up to the publication date of the results.

(i) Time of exercise of option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

(j) Period of the Share Option Scheme

The Scheme will remain in force for a period of ten years commencing on the date on the Adoption Date and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by our shareholders in general meeting.

CHANGE OF COMPLIANCE ADVISER

As disclosed in the Company's announcement dated 1 May 2020, Titan Financial Services Limited ("**Titan**") and the Company have mutually agreed to terminate the compliance adviser agreement with effect from 1 May 2020.

Advent Corporate Finance Limited ("**Advent**") has been appointed as the new compliance adviser to the Company as required pursuant to Rule 6A.27 of the GEM Listing Rules with effect from 1 May 2020.

INTEREST OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Titan Financial Services Limited ("**Titan**") to be the compliance adviser. As informed by Titan, neither Titan nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules except for the participation of Titan as the sponsor in relation to the Listing and the compliance adviser agreement entered into between the Company and Titan on 25 June 2019.

Also notified by Advent, as at the date of this quarterly announcement, save for (i) the compliance agreement entered into between the Company and Advent dated 30 April 2020 in connection with the compliance with the GEM Listing Rules; and (ii) the valuation agreements entered into between the Company and Vincorn Consulting and Appraisal Limited (“**Vincorn**”) dated 9 January 2020 and 9 March 2020 in relation to valuation services concerning (i) two properties located in Singapore, (ii) expected credit loss of account receivables, contract assets and other receivables, and (iii) operating lease rate of a property located in Zhengzhou, Henan Province, The People’s Republic of China, none of Advent or its directors, employees or close associates (as defined in the GEM Listing Rules) had any interest in the Company, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules. Vincorn is principally engaged in provision of appraisal and consulting service; and Mr. Vincent Cheung is a controlling shareholder of both Advent and Vincorn.

CONNECTED TRANSACTIONS AND RELATED PARTY TRANSACTIONS

During the three months ended 31 March 2020, the Group entered into transactions which need to be disclosed as connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules amounted to SGD9,000 (2019: SGD1,000).

During the three months ended 31 March 2020, the Group entered into related party transaction amounted to SGDNil (2019: SGD7,000).

The Directors consider that those related party transactions did not fall under the definition of “connected transaction” or “continuing connected transaction” in Chapter 20 of the GEM Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders’ approval requirements. The Group has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders of the Company or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business, other than those business of which the Directors were appointed as directors to represent the interests of the Company, which competes or may compete, directly or indirectly, with the Group’s business during the three months ended 31 March 2020.

DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

There was no transaction, arrangement or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, existed at the end of the year or at any time during the three months ended 31 March 2020.

As of 31 March 2020, no contract of significance had been entered into between the Company, or any of its subsidiaries and a controlling shareholder of the Company or any of its subsidiaries.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Cap. 622)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the three months ended 31 March 2020.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SHARES

Neither the Company, nor any of its subsidiaries, purchased, redeemed or sold any of the Company's listed securities during the three months ended 31 March 2020.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules in respect of securities transaction by directors (the "**Required Standard**"). Specific enquiry has been made to all Directors and the Directors have confirmed that they have complied with the Required Standard during the three months ended 31 March 2020.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained the amount of public float as required under the GEM Listing Rules as at the date of this quarterly announcement.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's memorandum and articles of association or the company laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment.

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to maintaining and achieving high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 15 of the GEM Listing Rules.

The Board is of the view that throughout the period from the Listing Date to 31 March 2020, except Provision A.2.1 of the CG Code as disclosed below, the Company has complied with all the code provisions as set out in the CG Code.

Chairman and Chief Executive Officer

Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wong Seng is the chairman of the Board and the chief executive officer. In view that Mr. Wong Seng has been operating and managing the Group since its foundation, the Board believes that it is in the best interest of the Group to have Mr. Wong Seng take up both roles for effective management and business development reasons. The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by the current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors. Therefore, the Board considers that the deviation from provision A.2.1 of the CG Code is appropriate in such circumstances.

REVIEW BY AUDIT COMMITTEE

The Audit Committee comprises three members, all being independent non-executive Directors, namely Mr. Ng Shing Kin (chairman of the Audit Committee), Dr. Tan Teng Hooi and Mr. Leong Jay. It has reviewed together with the management the accounting principles and practices and the auditing, internal controls and financial reporting matters of the Group, which includes the review of this quarterly results announcement and the unaudited consolidated financial statements of the Group for the three months ended 31 March 2020.

On behalf of the Board
Wong Seng
Chairman

Hong Kong, 13 May 2020

As at the date of this announcement, the executive Directors of the Company are Mr. Wong Seng, Ms. Leow Geok Mui, Mr. Lim Chin Keong, Mr. Heng Kim Huat and the independent non-executive Directors of the Company are Dr. Tan Teng Hooi, Mr. Leong Jay and Mr. Ng Shing Kin.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and will also be published on the Company’s website at www.tw-asia.com.