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## **HYGIEIA GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1650)**

### **FULFILLMENT OF ALL RESUMPTION GUIDANCE AND RESUMPTION OF TRADING**

This announcement is made by Hygieia Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Inside Information Provision (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

References are made to the announcements (the “**Announcements**”) of the Company dated 18 and 31 March 2021; 1, 9 and 22 April 2021; 12 May 2021; 30 June 2021; 30 September 2021; 31 December 2021; 31 March 2022; 29 April 2022; 24 May 2022 and 30 June 2022 in relation to, among others, (i) the delay in publication of audited annual results announcement for the year ended 31 December 2020; (ii) the suspension of trading of shares of the Company with effect from 9:00 a.m. on 1 April 2021; (iii) the Resumption Guidance received from the Stock Exchange; (iv) the appointment of independent professional advisor; (v) the key findings of independent investigation; (vi) the engagement of independent internal control review consultant; (vii) the audited annual results for the year ended 31 December 2020; (viii) the audited annual results for the year ended 31 December 2021; and (ix) quarterly updates on suspension of trading. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## RESUMPTION GUIDANCE

On 22 April 2021 and 24 May 2022, the Company received two letters from the Stock Exchange setting out the following Resumption Guidance for the resumption of trading in the Shares:

- (a) conduct an appropriate independent investigation into the matters that the previous auditor of the Company considers as significant outstanding matters for the audit for the year ended 31 December 2020 (the “**Audit Issues**”), assess the impact on the Company’s business operation and financial position, announce the findings and take appropriate remedial actions (“**Resumption Guidance 1**”);
- (b) publish all outstanding financial results required under the Listing Rules and address any audit modifications (“**Resumption Guidance 2**”);
- (c) conduct an independent internal control review and demonstrate that the issuer has in place adequate internal controls and procedures to comply with the Listing Rules (“**Resumption Guidance 3**”);
- (d) demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules (“**Resumption Guidance 4**”); and
- (e) inform the market of all material information for the Company’s shareholders and investors to appraise the Company’s position (“**Resumption Guidance 5**”).

## FULFILMENT OF RESUMPTION GUIDANCE AND REMEDIATION OF ISSUES CAUSING TRADING SUSPENSION

The Company has fulfilled all the Resumption Guidance. By doing so, the Company has remedied the issues causing its trading suspension. Details are set out as followings:

**Resumption Guidance 1 – conduct an appropriate independent investigation into the Audit Issues, assess the impact on the Company’s business operation and financial position, announce the findings and take appropriate remedial actions**

On 10 May 2021, the Board and the Audit Committee resolved to appoint So, Lung & Associates, Solicitors (“**SLA**”), an independent professional law firm in Hong Kong, as the independent professional advisor to conduct an investigation into the Audit Issues.

SLA issued the report of the Investigation dated 29 April 2022 (the “**Investigation Report**”) and the Company has published an announcement on 29 April 2022 in relation thereto. For details of the Investigation Report and the key findings, please refer to the announcement dated 29 April 2022.

The Board believes that the Audit Issues have been adequately addressed, in particular:

- a) the Discretionary Investment Agreement was entered into for legitimate commercial rationale. As found by SLA:
  - (i) there is reasonable likelihood that the assets under management may be sourced from the surplus of cash held by Eng Leng;
  - (ii) the investment objective of Eng Leng and/or the Company was to utilize the Idle Cash to increase the rate of return and profits of Eng Leng and/or the Company. The Company engaged Leo Asset Management to handle the investment and Excellent Success as the custodian agent for the Discretionary Investment Management Agreement separately since Leo Asset Management's SFC licence was subject to the condition that it could not hold clients' fund;
  - (iii) according to the negotiation between Eng Leng and Leo Asset Management, the pre-paid management fees arrangement was due to the fact that, inter alia, 6-month management fee discount was given and Eng Leng agreed to pre-pay 4-year management fees; and
  - (iv) based on the documents and information available to SLA, SLA did not see any factor showing that the engagement with Leo Asset Management was not genuine. It appears from the additional investigation conducted by Honestum that the fees charged by Leo Asset Management falls within the current market rate for similar services;
- b) there are no findings of SLA that raise suspicion of any relationship between the Discretionary Investment Management Agreement had any relationship with the involvement of Excellent Success being one of the joint lead managers of the Listing. According to the evidence available to SLA, it appears that there may not be evidence to show that the Company used the Listing proceeds for the assets under management. The Discretionary Investment Agreement was entered into for the legitimate commercial rationale as set out above. In any event, the Discretionary Investment Agreement was terminated and approximately \$16,513,000 was refunded to the Group;
- c) the Professional Consultancy Firms were engaged for the following services:
  - (i) Professional Consultancy Firm A was engaged to provide business advisory services and financial advisory services to the Company;
  - (ii) Professional Consultancy Firm B was engaged to provide pre-IPO public relations services to the Company from around 9 or 10 June 2020 to one week after completion of the Listing;
  - (iii) Professional Consultancy Firm C was engaged to assist the Company in sponsoring the weekly quarter page column in a local newspaper for 13 weeks; and

- (iv) Professional Consultancy Firm D was engaged to provide investor relations advisory services for 3 months from the date of the Listing on the investor relationship with Singapore, Malaysia, Mainland China, Taiwan and Hong Kong;
- d) as far as the delivery of services by the Professional Consultancy Firms is concerned, it was found that:
- (i) Professional Consultancy Firm A:–
    - (1) in respect of the business advisory services, provided reports to the Company which were an overview of the industry in Hong Kong and PRC markets;
    - (2) in respect of the financial advisory services, provided an internal control guideline setting out the general outline and framework related to the Listing Rules and internal control; and
    - (3) continuously updated the Company with respect to the statutory requirements in relation to the internal control and risk assessment;
  - (ii) Professional Consultancy Firm B:–
    - (1) provided public relations services involving: (i) media monitoring, (ii) media management, (iii) public relations for crisis management, (iv) listing ceremony and (v) listing congratulatory advertisement; and
    - (2) took charge of liaison and communication for the Company, arranged for advertisements to promote the Listing, prepared for response to public relations crisis, monitored and reported to the Company media of Asia, prepared for listing ceremony and advised the Company regarding the building of its business image;
  - (iii) Professional Consultancy Firm C, among others, (i) came up with a marketing strategy to boost the Company's image in the financial sector after the Listing by way of sponsoring a column of a suitable financial analyst, (ii) identified a suitable newspaper and columnist, (iii) involved in designing the layout, size and placing of the logo on the newspaper pages, (iv) utilized its long-term business cooperation with the newspaper to gain the exclusive sponsorship on the column with only one sponsorship logo;
  - (iv) Professional Consultancy Firm D held a half-day media and investor relations training with the Company, organized a conference call with the Company and the Hong Kong securities firms, and utilized its business connections and invited securities firms to join the conference call, with a view to promoting the Company to the local investors, and handled calls from the media in Hong Kong and Mainland;

- e) other than the services to be provided by Professional Consultancy Firm A, which had not been fully discharged due to the coronavirus pandemic which barred its team members from conducting site visits and inspection, the delivery of services by other Professional Consultancy Firms have completed;
- f) each of the Professional Consultancy Firms were engaged for legitimate commercial rationale. As found by SLA, such commercial rationale for engagement of the Professional Consultancy Firms were represented by the interviewees from the relevant Professional Consultancy Firms and the Company to be as follows:
  - (i) Professional Consultancy Firm A
    - (1) as regards the business advisory service, the Company had an ambition to expand the business scope in Hong Kong, PRC and other Asian markets. Professional Consultancy Firm A had established an extensive web of connections across the Asian Pacific region. Since the Company was based in Singapore, the management of the Company was not acquainted with the Hong Kong and PRC business environment. The business analysis offered by Professional Consultancy Firm A was therefore essential for the Company to shape its long-term development plan and to enhance its existing corporate model. Without such business analysis, it would be too risky for the Company to enter into the foreign markets;
    - (2) as regards the financial advisory service, it was a must for the management of the Company to understand and compile the compliance requirements of Hong Kong listing companies. Although the Company had performed and/or sought consultation on internal control matters prior to listing, as a newly listed company, would like to revisit its internal control every now and then to cope with any possible loopholes to fulfil its on-going compliance duty. The Company would like to have Professional Consultancy Firm A as another gatekeeper to ensure that there was no breach of the Listing Rules, etc.; and
    - (3) Professional Consultancy Firm A was an experienced advisory company in the industry and had issued tens of reports for listed companies. It acquired solid experience in conducting research and giving advice in the relevant areas;

(ii) Professional Consultancy Firm B

- (1) the Company was a Singapore-based company. The Company therefore needed a local agent company to handle media-related issues, in particular those related to the Hong Kong market. Among other public relations companies that pitched to the Company, only Professional Consultancy Firm B provided comprehensive public relations strategies and proposal for the Company to review and consider;
- (2) Professional Consultancy Firm B was a well-established public relations company in Hong Kong and offered other media-related services. Professional Consultancy Firm B was competent and suitable for the said engagement. The Company conducted searches on Professional Consultancy Firm B and was not aware of any negative issues involving Professional Consultancy Firm B;
- (3) since the Company was going to be listed, the business image of the Company was commercially vital. Further, the engagement of the public relations company served the purpose of crisis management. It would be too late for the Company to engage a public relations company until the moment the Company encountered an issue, considering that the public relations company needed to have an in-depth understanding of the Company in order to advise and to respond to the issues within a relatively short period of time; and
- (4) the Company had an ambition to expand its business in the future. Professional Consultancy Firm B could provide relevant services in the PRC and Asian market as well.

(iii) Professional Consultancy Firm C

- (a) the Company would like to attract more Hong Kong investors after the Listing. The Company believed Professional Consultancy Firm C could assist the Company to draw the investors' attention;
- (b) the Company was based in Singapore and the management was not familiar with the Hong Kong market. Hence, the Company needed to engage a local marketing company to handle the local marketing; and
- (c) since the director of Professional Consultancy Firm C had rendered marketing services to at least hundreds of listed companies and was famous in the industry, the Company considered that he was a go-to candidate for the marketing service. After the searches conducted by the Company, there were no unfavourable information that had come to the knowledge of the Company;

(iv) Professional Consultancy Firm D

- (a) the Company was a Singapore-based company. The management of the Company was not familiar with the local media and may not be able to handle and liaise with the local media on its own. The Company therefore needed to engage a public relations company after the Listing;
  - (b) the Company saw the necessity to train the management to cope with media enquiries, with a view to ensuring that the management's response would not adversely affect the Company;
  - (c) as the Company was newly listed in Hong Kong, the media would call to enquire information of the Company and to assess whether the Company was worth investing. The Company needed a public relations company to answer the media enquiries; and
  - (d) the listing of the Company in Hong Kong was only its first step. The Company had an ambition to expand its business in the Southeast Asian region. Given that Professional Consultancy Firm D had relevant resources in Cambodia, Malaysia, and Macau, Professional Consultancy Firm D also provided consultancy service and managed the media in those regions for one year;
- g) regarding the fairness and reasonableness of the service fees and the payment schedule, it was found that the fees charged by the Professional Consultancy Firms are likely higher than the current market rate for similar services. The Directors consider that the reason was that at least three quotations for the services were not obtained in accordance with the internal policies by the former chief executive officer of the Company who handled the engagement of Professional Consultancy Firms and falsely believed that the decision on how or which professional services providers to be engaged by the Company was within his scope of authority as the chief executive officer of the Company, and who has now resigned from the Group.
- h) there was no fraud or management integrity concern raised by SLA, and in so far as relationships between the parties are concerned:
- i) to the best of the Company's knowledge and upon reviewing the findings in the Investigation Report, none of Roma and its connected persons has any relationship with the Company and its connected persons;
  - ii) SLA conducted company searches against all Hong Kong incorporated subsidiaries of Roma, and there is no record showing that their directors and/or substantial shareholders are the directors and/or shareholders of the subsidiaries and the shareholders and directors of the Company and Eng Leng; and

- iii) SLA also enquired whether there was any relationship and/or private dealing between the shareholders and management of the Group and Leo Asset Management and/or Roma, and was confirmed by the relevant interviewees that any director or shareholders of the Group did not have any personal relationship and/or business dealing with Roma and/or directors and/or shareholders of Roma and vice versa as of the dates of the interviews; and
- i) the Board noted and agreed with the findings of SLA that the due diligence conducted against Leo Asset Management, Excellent Success, and the Professional Consultancy Firms prior the respective engagement is inadequate. To remedy the internal control weaknesses that led to such outcome, the Company has engaged Baker Tilly to conduct an internal control review. The results of the internal control review and rectifications are disclosed below.

The Board is of the view that the impact of the Audit Issues on the Company's business operation and financial position is minimal on the following basis:

- a) the assets under management under the Discretionary Investment Management Agreement was funded by the surplus of cash held by Eng Leng;
- b) the Discretionary Investment Management Agreement dated 6 July 2020 has been terminated and HK\$16,512,714.12 was refunded to and received by Eng Leng. The Company suffered no loss as a result of entering into the Discretionary Investment Management Agreement;
- c) the Professional Consultancy Firms during the year ended 31 December 2020 to whom the Group paid services fees of HK\$9,775,000 are all engaged for legitimate and genuine business need of the Group;
- d) other than the services to be provided by Professional Consultancy Firm A, the delivery of services by other Professional Consultancy Firms have completed;
- e) despite SLA's comment that engaging three public relations companies may be redundant and the results of Honestum's report that the fees charged by the Professional Consultancy Firms are likely higher than the current market rate for similar services, and the total amount of fees paid to the Professional Consultancy Firms only constituted a very small portion of the cash and cash equivalents of the Group (equivalent to approximately 8.3% of the Group's cash and cash equivalents of the Group of S\$20.1 million as at 31 December 2020); and
- f) the Company is having negotiation with one of the Professional Consultancy Firms on the possibility of a refund for, or the provision of, services that has yet been performed. In any event, the amount involved was immaterial as compared to the overall scale of operations of the Group's businesses.



In view of the incident, the Board has taken the following remedial actions:

- (a) Mr. Tay Yee Gin Eugene was appointed as the deputy chief executive officer of the Group with effect from 2 June 2022;
- (b) Baker Tilly Consultancy (Singapore) Pte. Ltd (“**Baker Tilly**”) was engaged to conduct an independent internal control review on the Group, implemented the recommendations made by Baker Tilly through which, among others, more checks and balances in the approval of signing contracts for and on behalf of the members of the Group have been introduced;
- (c) an investment committee was set up on 30 June 2022, comprising of Mr. Toh Eng Kui (Executive Director and Chairman), Mr. Tan Wu Hao (Independent Non-executive Director), Mr. Wong Yuk (Independent Non-executive Director), Mr. Lin Jiayang (Financial Controller) and Mr. Tay Yee Gin Eugene (Deputy Chief Executive Officer), to evaluate investment opportunities before submitting for Board approval; and
- (d) the financial controller’s participation in the business operation and investment decision of the Group has been increased. In particular, he has been appointed as a member of the investment committee of the Company. He reports to the Board directly instead of to the chief executive officer.

SLA has identified certain internal control weaknesses of the Group, which have been rectified by the Group. For details, please refer to disclosure under Resumption Guidance 3 below.

**Resumption Guidance 2 – publish all outstanding financial results required under the Listing Rules and address any audit modifications**

The Company has published the announcement of audited annual results for the year ended 31 December 2020 (“**2020 Annual Results Announcement**”) and the announcement of audited annual results for the year ended 31 December 2021 (“**2021 Annual Results Announcement**”) on 29 April 2022 and 30 June 2022, respectively.

HLB Hodgson Impey Cheng Limited (“**HLB**”), the external auditor of the Company, has issued a disclaimer opinion and a qualified opinion (together the “**Modified Opinion**”) in the independent auditor’s report on the Group’s consolidated financial statements for the years ended 31 December 2020 and 31 December 2021 respectively. For further details, please refer to 2020 Annual Results Announcement and 2021 Annual Results Announcement.

HLB confirmed that the qualifications set out in the Modified Opinion will not recur in the reporting period after the year ended 31 December 2021 on the following basis:

- a) the Discretionary Investment Management Agreement dated 6 July 2020 has been terminated and the full amount invested by the Group has been refunded with a surplus;
- b) the service fees to the Professional Consultancy Firms were paid and recorded as expense in the year ended 31 December 2020. There is no further impact on the Group's profit or loss and financial position for the year ended 31 December 2021; and
- c) HLB's Modified Opinion for the year ended 31 December 2021 was on comparative figures only.

The Board believes that the Modified Opinion have been properly addressed.

**Resumption Guidance 3 – conduct an independent internal control review and demonstrate that the issuer has in place adequate internal controls and procedures to comply with the Listing Rules**

On 19 May 2022, the Company appointed Baker Tilly as the independent internal control review consultant to conduct an independent internal control review on the Group (the “**Internal Control Review**”).

On 8 July 2022, Baker Tilly issued a report of the Internal Control Review (the “**Internal Control Review Report**”) and the Company has published an announcement on 8 July 2022 in relation thereto. For details of the Internal Control Review Report, the key internal control weaknesses of the Group and the remedial measures taken by the Group, please refer to the announcement of the Company dated 8 July 2022.

Having considered the Internal Control Review Report and the remedial actions taken by the Group, and, in particular, that Baker Tilly has performed follow-up review on the enhanced internal control processes and is of the view that the above key internal control weaknesses have been remedied, the Audit Committee and the Board are of the view that the remedial and improvement measures implemented by the Company are adequate and sufficient to address the key findings of the Internal Control Review Report, and the Company has in place adequate internal controls and procedures to meet obligations under the Listing Rules.

### ***Measures taken by the Group to ensure compliance with the internal policies***

The Board has adopted a directive that governs all transactions that are not in the ordinary course of business and exceeds SGD100,000 in value. For such transactions, a working group comprising the chief executive officer, the deputy chief executive officer, the financial controller, the compliance officer (the finance manager) and, if needed, other senior management member(s), would be formed from the outset of the proposed transactions and monitor it for compliance with the Company's internal policies.

As regular monitoring of the compliance with the internal policies, at each monthly management meeting, the department heads are required to report at the meeting if there is any breach of internal policies or suspicion thereof. Such report would be referred to the Audit Committee and the Board for further investigation and follow up action.

Regular training sessions will be given to all relevant employees to make sure that they are all aware of the requirement and comply accordingly.

### ***Rectification of internal control weaknesses identified by SLA***

The Company believes that the internal control weaknesses identified by SLA as disclosed in the announcement of the Company dated 29 April 2022 have been duly rectified, as detailed as follows:

#### **Weaknesses identified by SLA**

1. *SLA noted that the engagements of the Professional Consultancy Firms were not in strict compliance with the internal policies or protocol of the Group. For instance, three fee quotations were not obtained which might have resulted in the engagements' fees being higher than the market ranges and not cost-effective. Further, SLA was not aware of any board resolutions regarding their respective engagements. Most of the communication, negotiations and/or discussions were verbally conducted without relevant minutes or records.*

#### **Rectification**

This working group will make sure that the relevant policies for engagement of similar nature in future are being strictly complied with, which included obtaining three quotations.

For such transactions, approval by the Board would be required before commitment by any member of the Group is made.

The working group would ensure that the communication, negotiations and important discussions are properly documented.

2. *The engagement of three public relations firms was also redundant. Although the engagement duration and the scope of service may not be entirely identical, services provided to the Company under three separate engagements could in fact be provided by either one of the public relations firms in a single engagement in view of their skills, knowledge, qualifications and/or experience.*

3. *There was imbalance allocation of work and unsatisfactory information management amongst the Group. Mr. Hong Rui Sheng, executive Director, was the chief handler and communicator to the external parties (i.e. Leo Asset Management and the Professional Consultancy Firms). Most of the communications were made by way of phone calls, the finance department and other departments could solely rely on the updates provided by Mr. Hong. Although Mr. Hong might have obtained approval from and/or discussed with Mr. Toh Eng Kui and/or the management, the involvement of directors other than Mr. Hong in the selection process, engagement and supervision was inadequate. The level of selection (such as due diligence), supervision and monitoring of the Group on the engagements the Professional Consultancy Firms and Leo Asset Management were not adequate.*

For engagement of similar nature in the future, the working group would consider the commercial needs and rationale for engagement against the costs of the Group for the engagement to ensure that it is fair, reasonable and commercially justified to proceed with the engagement.

In addition to the working group, an investment committee has been formed to evaluate investment opportunities before submitting for approval by the Board.

Therefore, instead of one individual who would be handling all matters regarding the engagement, the working group and the investment committee (as far as investment is concerned) would be involved.

The working group would be actively involved during the whole process and would ensure that the communication, negotiations and important discussions are properly documented. Adequate selection, supervision and monitoring would also be ensured by the working group.

4. *The Group should engage more manpower in the engagement, supervision and monitoring with the external parties when the consultancy fees exceed certain amount. It is further advisable for the Company to consider engaging compliance advisor situated in Singapore to ensure an adequate and sufficient supervision and monitoring system has been implemented within the Group and there was compliance with the internal policies or protocol.*

On top of the above, the Company has appointed a deputy chief executive officer and required that the financial controller reports directly to the Board. The Company believes that this improved balance of allocation of work and information flow, which enhances the Company's ability to detect, prevent and rectify irregularities.

Further, the finance manager has been appointed as the compliance officer who is tasked with the responsibility of monitoring the compliance with the internal policies or protocol. He also plays the role as a gatekeeper when processing payment as more particularly set out in the Company's submission dated 22 July 2022.

#### **Resumption Guidance 4 – demonstrate the Company's compliance with Rule 13.24 of the Listing Rules**

##### ***Sufficient Operations***

The Group is an established general cleaning service provider in the environmental services industry headquartered in Singapore with operations in both Singapore and Thailand. The Group primarily provides general cleaning works for a variety of public and private venues including medical centres, shopping malls, commercial and industrial buildings, schools, hotels, private condominiums as well as public access areas in town councils in Singapore. In Thailand, the Group provides general cleaning works for private customers at private residences, offices and industrial buildings.

As disclosed in the 2021 Annual Results Announcement, the Group's audited revenue and profit for the year ended 31 December 2021 were approximately S\$71.6 million and approximately S\$5.1 million, respectively.

The business operations of the Group are continuing as usual in all material respects.

## ***Sufficient Assets***

As disclosed in the 2021 Annual Results Announcement, the Group's audited total assets and net assets as at 31 December 2021 were approximately S\$57 million and S\$38 million, respectively. As at 31 December 2021, the Group's assets consist of, among others property, plant and equipment in the amount of approximately S\$3.0 million and cash and cash equivalents of approximately S\$31.0 million. The property, plant and equipment are mainly equipment used in the cleaning business of the Group. With cash and cash equivalents of S\$31.0 million, the Group has sufficient working capital to support its daily operations.

Based on the above, the Board is of the view that the Group has a viable and sustainable business with a sufficient level of operations and assets of sufficient value to support its operations to meet the requirements under Rule 13.24 of the Listing Rules and warrant the continued listing of the Shares on the Stock Exchange.

## **Resumption Guidance 5 – inform the market of all material information for the Company's shareholders and investors to appraise the Company's position**

Since its trading suspension on 1 April 2021, the Company has continued to disclose material information to the public by issuing announcements in a timely manner.

The Board believes that the Company has announced all material information it considers necessary and appropriate for the Company's shareholders and investors to appraise the Company's position.

## **RESUMPTION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended from 9:00 a.m. on 1 April 2021. Based on the reason as disclosed above, the Board is of the view that all the Resumption Guidance has been fulfilled. Accordingly, the Company has made an application to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 17 August 2022.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Hygieia Group Limited**  
**Toh Eng Kui**  
*Chairman*

Singapore, 16 August 2022

*As at the date of this announcement, the executive Directors are Mr. Toh Eng Kui, Mr. Peh Poon Chew and Ms. Toh Lek Siew; and the independent non-executive Directors are Mr. Koh How Thim, Mr. Tan Wu Hao and Mr. Wong Yuk.*