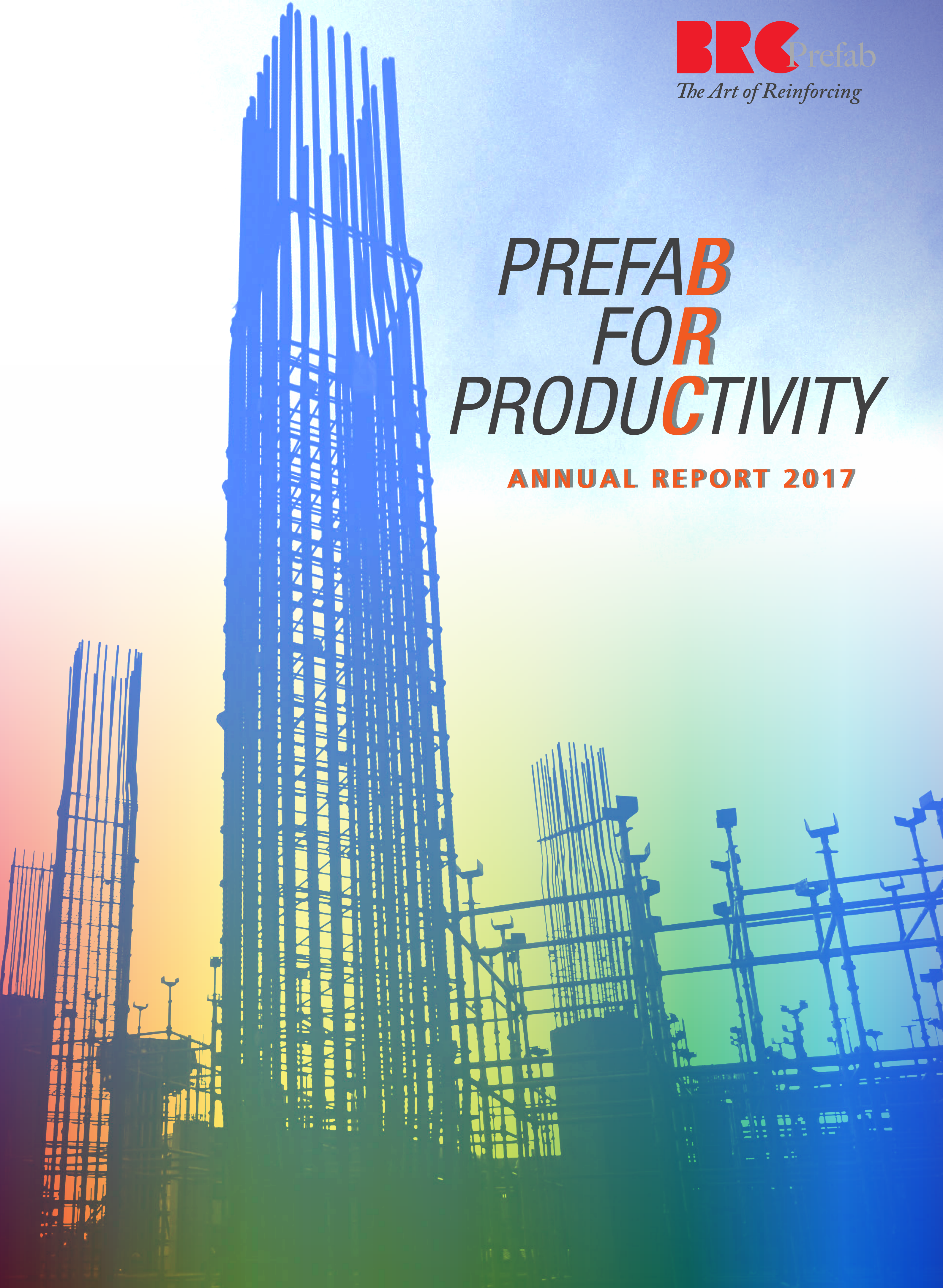
BRC Prefab
The Art of Reinforcing

PREFAB FOR PRODUCTIVITY

ANNUAL REPORT 2017



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Chairman's Message

Dear Shareholders,

2017 has been one of the most challenging years for BRC Asia Limited ("BRC" or "Group") in the last decade as the Singapore construction industry entered its third down-trending year. At the same time, our expansion into the Malaysian local market has met with stiff competition from the local steel industry as well as government-imposed safeguard duties on steel rebar and wire rod. During this time, BRC underwent a major change of shareholders exercise from September to November, when a takeover for the Group was successfully launched and completed by Esteel Enterprise Pte Ltd ("Esteel"). Despite the challenging environment and transition of ownership, the Group remained profitable and in a robust financial position for the financial year ended 30 September 2017 with net profits of S$2.5 million and net assets of S$168.2 million. Management has done a good job in keeping the Group stable and progressive.

BRC has a wealth of history and experience in the successful design, manufacture and supply of **Total Prefabricated Reinforcing Steel Solutions** to the Singapore construction industry. As we celebrate BRC's 80th year of operations in Singapore in 2018, there is perhaps no better time to take stock before moving forward again.

Singapore is a small country within the Association of Southeast Asian Nations ("ASEAN"), which ranges from the sprawling Archipelago of Indonesia (1,904,569 km^2) to Thailand (513,120 km^2) to Brunei (5,765 km^2). In terms of steel consumption, however, Singapore more than holds its weight. In 1991, total apparent steel consumption in the six ASEAN countries of Indonesia, Malaysia, Philippines, Singapore, Thailand and Vietnam ("ASEAN-6") was 18.41 million tons, of which 2.47 million tons, or 13.39%, was contributed by Singapore. Since then, ASEAN-6 has experienced tremendous growth, with total apparent steel consumption growing more than fourfold to reach approximately 77.38 million tons in 2016. On the other hand, while Singapore's apparent steel consumption did grow to four million tons in 2015, it has been stagnant and ranged-bound at between 2.5 to 4.0 million tons in the intervening years, and steel consumption per capita peaked at near 800 kg in 2013 before coming back down in 2016 to 500 kg or so. In 2016, Singapore's share of ASEAN-6 apparent steel consumption was only about 3.66%. Meanwhile, with the exception of Malaysia, the steel consumption per capita for the other four countries in ASEAN-6 are all below 300 kg, with Philippines and Indonesia less than 100 kg in fact. In short, while the amount of steel consumed by Singapore every year is exceptional given its small size, the headroom for growth in this area is very limited, particularly since BRC is already one of the largest players in this field in the country.

It is therefore important for the Group to look beyond Singapore for its future growth by embarking on a more aggressive internationalisation strategy. The logical places to start would be Malaysia and China, where the Group already has operations and teams in place. Malaysia is also arguably the second most mature economy in ASEAN after Singapore, where rising labour costs and advanced development progress should drive demand for our type of **Just-In-Time Total Prefabricated Reinforcing Steel Solutions** that have been proven to help contractors build in a lean and cost-effective way. BRC should also be able to tap on Esteel's considerable clout in China to unlock a major marketplace for prefabricated reinforcing steel. BRC is a proven name and has gained tremendous credibility in the industry. In adapting to the overseas environment, regulation and culture as we expand our presence, we will also replicate our proven model of reinforcing steel prefabrication and partner with the local building fraternity to improve productivity & safety and reduce wastage & pollution in construction activities.

"BRC has a wealth of history and experience in the successful design, manufacture and supply of total prefabricated reinforcing steel solutions to the Singapore construction industry. As we celebrate ***BRC's 80th year of operations in Singapore in 2018,*** *there is perhaps no better time to take stock before moving forward again."*

As the new Chairman of the Board of Directors of BRC Asia Limited, I will like to take this opportunity to thank my predecessor Mr Sia Ling Sing and recently retired Group Managing Director Mr Lim Siak Meng for their contributions to the Group. Under their able stewardship, BRC has grown substantially from a set-up with net assets of S$58.7 million in 2009 to S$168.2 million at the close of the last financial year on 30 September 2017 while returning S$68.5 million as dividends to shareholders during that time. I will also like to express my gratitude to management and staff for their professionalism and hard work during this challenging year and all our partners – customers, bankers, business associates, suppliers and vendors – for their unwavering support of BRC.

MR. TEO SER LUCK

CHAIRMAN
BRC ASIA LIMITED

主席致词

尊敬的各位股东，

2017年新加坡建筑行业进入持续下跌的第三年，这一年也成为BRC集团在过去十年间最具挑战性的一年。同时，我们在马来西亚市场的扩张中，也遇到了来自地方钢铁工业及政府针对钢筋和线材施加的保障关税的挑战。在此期间，BRC于9月至11月间进行了重大股东变动，集团被 Esteel Enterprise Pte Ltd（“Esteel”）发起并成功完成收购。在这极具挑战的环境和所有权转换期间，集团在2017年9月30日截至的财政年度内仍保持盈利及强劲的财政状况，净利润为250万新元，净资产为1.682亿新元。管理层很好的保持了集团的稳定和逐渐发展。

BRC在新加坡建筑业对全预制钢筋设计、加工和供应方面拥有丰富的历史和经验。我们将于2018年庆祝BRC集团在新加坡运营80周年，我们将利用这个时机重新评估并再度前进。

与庞大的印度尼西亚群岛（面积1,904,569平方公里）、泰国（面积513,120平方公里）和文莱（面积5,765平方公里）相比，新加坡是东盟中的一个小国。然而在用钢量方面，新加坡却极具重量。在1991年，印度尼西亚、马来西亚、菲律宾、新加坡、泰国和越南等六个东盟国家的总用钢量为1,841万吨，其中新加坡有247万吨，占13.39%。此后东盟六国都经历了巨大的涨幅，截止至2016年用钢总量增长了四倍至大约7,738万吨。另一方面，虽然新加坡在2015年的用钢量增长到400万吨，但在前面的这些年间，新加坡的用钢量一直停滞在250万吨至400万吨之间，而人均钢铁消费也在2013年达到峰值近800公斤后，在2016年落回到500公斤左右。在2016年，新加坡在东盟六国的用钢量中仅占3.66%。与此同时，除了马来西亚之外，东盟六国中的其他四国人均用钢量均低于300公斤，其中菲律宾和印度尼西亚实际上更低于100公斤。简而言之，虽然新加坡的用钢量远超它狭小面积所应有的需要，该领域的增长空间非常有局限性，特别是因为BRC已经是新加坡该领域最大的企业之一。

因此，本集团必须重点关注新加坡之外的未来发展趋势，实施激进的国际化战略。鉴于集团在中国和马来西亚已经拥有运营地点和团队，发展战略应该从这些点开始。马来西亚可以称之为东盟中继新加坡后的第二大成熟经济体，上涨的劳动力成本和不断推动的发展进程，将提高对集团已被证实能够帮助建筑商，以低成本高效益建设的及时全方位预制钢筋解决方案的需求。BRC集团也应该可以借助Esteel在中国的影响力，进一步打开这个重大的预制钢筋的市场。BRC这个品牌在行业中极具公信力，在适应海外环境、制度和文化来扩展我们的业务的同时，我们也将复制我们钢筋预制的成功模式，并与当地

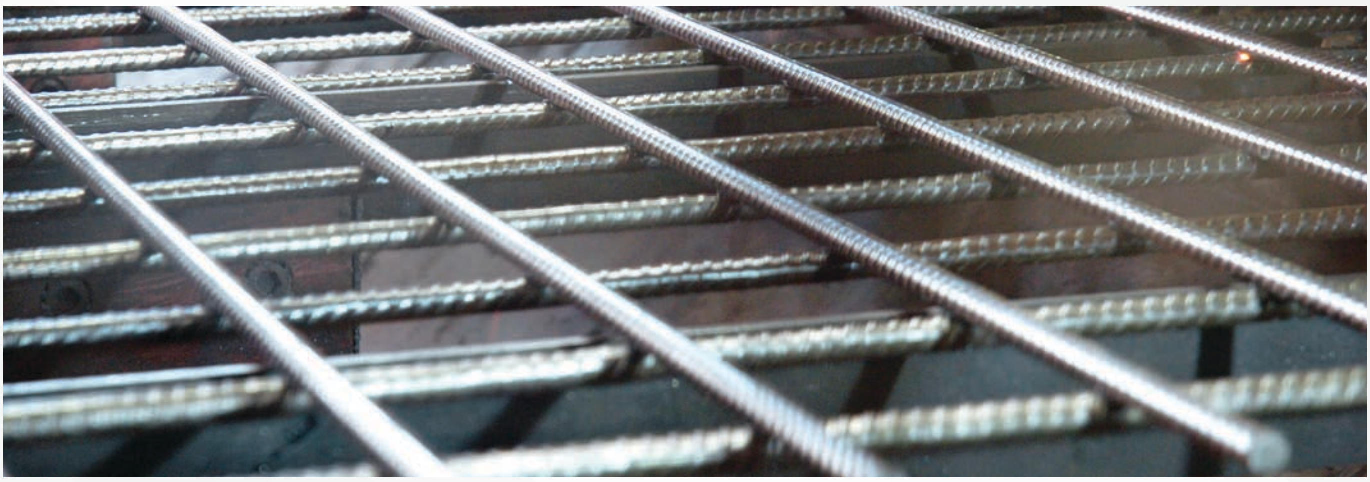
“BRC 在新加坡建筑业对全预制钢筋设计、加工和供应方面拥有丰富的历史和经验。**我们将于2018 年庆祝 BRC 集团在新加坡运营 80周年，**我们将利用这个时机重新评估并再度前进。”

的建筑行业伙伴们携手来为建筑施工提高效率和安全及减少损耗和污染。

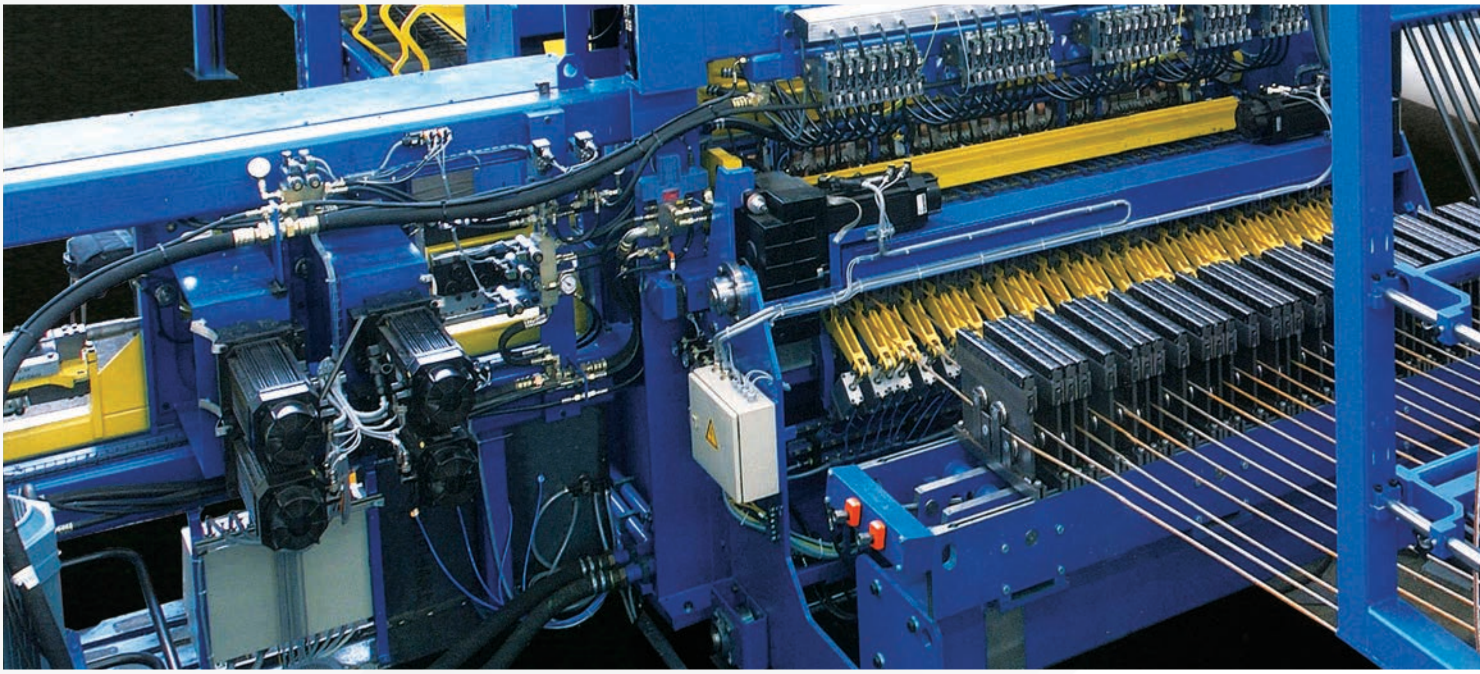
作为BRC集团董事会的新任主席，我想借此机会感谢集团的前任主席谢连成先生和刚刚退休的集团董事总经理林锡名先生为集团所做出的贡献。在他们卓越的领导下，BRC从一个在2009年拥有净资产5,870万新元的企业，大幅度成长为在上一个财政年度2017年9月30日截至时拥有1.682亿新元净资产的集团，并在这段期间派发股东分红达6,850万新元。

在这充满挑战的一年，本人谨借此机会还要感谢我们极具专业性和敬业精神的管理层和员工，以及我们所有的股东、客户、银行、业务伙伴和供应商对BRC坚定不移的支持！

张思乐
主席
BRC ASIA LIMITED



Operations & Financial Review



In the financial year ended 30 September 2017 (FY2017), BRC's sales volumes, revenues, profits and margins all declined significantly as the Singapore construction market, BRC's main market, continued its downward spiral after the recent boom from 2010 to 2014. This decline has been particularly acute in the private sector, where certified progress payments (a proxy for construction output) had fallen in double digit percentage figures every quarter at an average rate of -24.6% since the third quarter of 2016. While the government has stepped in to try to support the industry with public sector civil engineering projects, overall construction output still declined 16.6% on average each quarter between the third quarter of 2016 and the third quarter of 2017.

Unsurprisingly, the volume of steel we delivered in FY2017 fell and, hence, despite upward trending steel prices during the year, BRC's revenues fell by 10% from S$346.8 million a year ago (FY2016) to S$311.6 million in FY2017.

At the same time, construction demand, or value of contracts awarded, had fallen from an average of S$9.32 billion in each quarter from 2013 to 2014 to only S$6.41 billion in each quarter from 2015 to the third quarter of 2017. We observed that, consequently, construction tender lists became increasingly congested and tender prices progressively more desperate as a large pool of main contractors vied for a receding pipeline of projects. As an integral and substantial part of each construction project using reinforced concrete, profit margins remained depressed within the Singapore reinforcing steel industry as the production capacities built up during the recent construction boom struggled to be filled amid tepid construction demand.

While BRC's service, track record and reputation ensured that sales market share remained respectable, it could not escape the severe margin pressures that engulfed the entire construction supply chain. Hence, gross profit and margin fell from S$28.7 million and 8.27% respectively in FY2016 to S$20.3 million and 6.5% respectively in FY2017. Similarly, net profit and margin declined from S$8.3 million and 2.41% respectively in FY2016 to S$2.5 million and 0.79% respectively in FY2017.

Over in Malaysia, while our foray into the local market has yielded positive results in terms of market share, it has also been met with significant resistance from local industry players and, coupled with a marked increase in overhead expenses as we developed a fully self-sufficient local team, meant that FY2017 was a forgettable year in financial terms.

*"Looking forward, while we do not expect the Singapore construction market to deteriorate much further in the coming year, **we believe that it will still take a fair bit of time before the market will start looking rosier,** despite the current en bloc fever and a general upturn in the broader economic growth situation for Singapore."*

In China, the contribution to bottom line from our 50:50 joint venture with state-owned Ma Steel improved by S$1.2 million to S$1.7 million in FY2017 mainly due to a reversal of allowance of doubtful debts as debtor days improved markedly owing to enhanced local management's efforts in monitoring and collection of debts.

FY2017 had been one of the, if not the most, challenging financial years over the last decade for BRC. Notwithstanding this, the Group remained profitable with net assets at a healthy level of S$168.2 million as at 30 September 2017.

Looking forward, while we do not expect the Singapore construction market to deteriorate much further in the coming year, we believe that it will still take a fair bit of time before the market will start looking rosier, despite the current en bloc fever and a general upturn in the broader economic growth situation for Singapore. As the Ministry of Trade and Industry (MTI) put it when discussing the Singapore economic outlook for 2018 in its Economic Survey of Singapore report on 23 November 2017, "…unlike most of the other sectors, the performance of the construction sector is expected to remain lacklustre, weighed down by the continued weakness in construction demand."

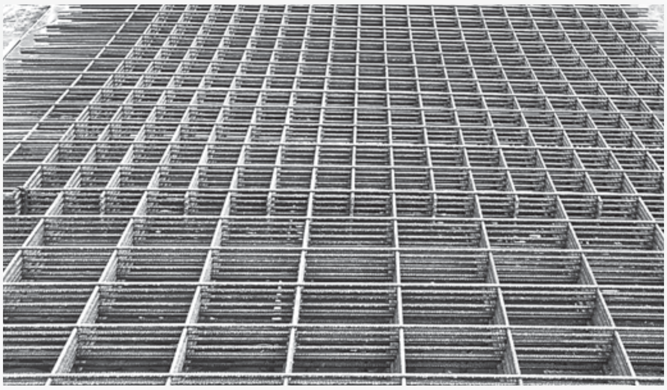
Be that as it may, as a pioneering and leading provider of **Better ▪ Faster ▪ Cheaper Total Reinforcing Steel Solutions** that have a proven track record for saving time, labour and money for building contractors, we are committed in forging ahead with refining and enhancing our solutions in partnership with the Singapore building and construction fraternity to continually make our projects more construct-able.

At the same time, we shall continue to strive to implement our Singapore reinforcing steel model outside these shores, in Malaysia and in China where we already have operations, as well as explore similar opportunities elsewhere in Asia. Last but not least, I will like to take this opportunity to wish all shareholders a happy, healthy and prosperous new year!

MR. SEAH KIIN PENG

EXECUTIVE DIRECTOR
(GENERAL MANAGER)
BRC ASIA LIMITED

业务及财务回顾



> *“展望未来，虽然我们预计**新加坡建筑市场在未来的一年不会进一步恶化太多，**新加坡宏观经济也在复苏中，但建筑市场还是仍需要一段时间才能有所好转。”*

在2017年9月30日截止的财政年度内（FY2017），由于BRC的核心建筑市场新加坡自2010年至2014年的四年繁荣后继续走下坡，致使BRC的销售量、收入、利润及利润率都大幅度下滑。其中，私人建筑项目的减少尤为明显。经证实，私人建筑项目的进度付款（代表着建筑产量）自2016年的第三季度开始，每季度均以两位数的百分比下降，平均每季度下降24.6%。虽然政府已经介入以公共基础设施建设项目设法支撑新加坡建筑行业，然而，从2016年的第三季度至2017年的第三季度，总体建筑产量仍每季平均下跌16.6%。

自然地，我们在FY2017的钢材出货量有所下降。所以，尽管在这一年里钢材价格有上升趋势，BRC FY2017的收入较一年前（FY2016）的3.47亿新元，仍下跌10%至3.12亿新元。

与此同时，建筑需求量（或出约值）从2013年至2014年间的平均每季93.2亿新元下跌到2015年至2017年第三季间的每季平均仅有64.1亿新元。根据我们的观察，在大量的建筑总承包商争取日益缩小项目量的情况下，建筑招标名单也因此日益增加，致使投标价格越来越低。作为每个运用钢筋混凝土建造工程不可或缺的重要组成部分，新加坡预制钢筋行业在低迷建筑需求无法饱和产能的情况下继续遭受到利润率的压缩。

尽管BRC的服务、业绩、名誉确保了其销售量依然可观，但仍无法避开整个建筑供应链的利润率被严重压缩的压力。因此，毛利润和毛利率从FY2016的2,870万新元和8.27%跌至FY2017的2,030万新元和6.5%。同样，净利润及净利率从FY2016的830万新元和2.41%跌至FY2017的250万新元和0.79%。

在马来西亚方面，虽然我们进军当地市场在销量上已经获得相当正面的成绩，但我们也遇到了来自地方企业相当强劲的阻力。同时，为了培养一支建整的当地团队，固定费用也显著上升了。因此，FY2017从财务的角度来说不是理想的一个财政年度。

在中国，我们与马钢的合资企业在FY2017为BRC贡献了170万新元的利润，较去年同期相比增加了120万新元，主要原因是坏账准备的拨回基于应收账款天数在当地管理层加倍努力下得到了显著的改善。

FY2017可以说是BRC在过去十年间最具挑战性的一年。虽然如此，集团仍然保持盈利，而在2017年9月30日截止的财政年度内，净资产也维持在1.682亿新元的健康水平。

展望未来，虽然我们预计新加坡建筑市场在未来的一年不会进一步恶化太多，新加坡宏观经济也在复苏中，但建筑市场还是仍需要一段时间才能有所好转。正如新加坡贸易与工业部（MTI）于2017年11月23日发布的新加坡经济调查报告中讨论新加坡2018年经济展望中提到“…与其他行业不同的是，由于建筑需求的持续疲软，预计建筑业的表现将保持低迷。”

尽管如此，作为行业先驱和领导的供应商，努力为建筑承包商提供**更好・更快・更便宜**的全面钢筋解决方案，使得他们能够省时间、省人力和省金钱，我们还致力于精益求精，与新加坡建筑行业伙伴们携手加强我们的解决方案，不断增强我们项目的可造性，在市场低迷期巩固和扩大市场份额，从而实现股东利益最大化。

以此同时，我们将继续努力把新加坡钢筋预制模型推向海外市场，例如我们已经开始拓展业务的中国和马来西亚，及亚洲其他地区。

最后，本人预祝所有股东们新年快乐，身体健康，财源广进！

谢敬平
执行董事
(总经理)
BRC ASIA LIMITED

Board of Directors

MR. TEO SER LUCK

Chairman and Independent Director
Appointed on 28 November 2017

Mr. Teo Ser Luck was appointed as an Independent Director of the Company, Chairman of the Board and a member of the Audit Committee on 28 November 2017.

He is currently the Lead Independent and Non-Executive Director of United Engineers Limited and Non-Executive Independent Deputy Chairman of Serial System Ltd, both companies listed on the SGX-ST. Mr. Teo is also a Director of Vicduo Food Tech Pte Ltd and Chairman of Nufin Data Pte Ltd. Mr. Teo holds a Bachelor's Degree in Accountancy from the Nanyang Technological University.

Mr. Teo has been an elected Member of the Parliament of Singapore (MP) representing the Pasir Ris-Punggol Group Representation Constituency since 2006. He was Minister of State at the Ministry of Trade and Industry and Ministry of Manpower, Mayor of the North East District of Singapore and Chairman of Mayors Committee. Mr. Teo was with Minister of State for Trade and Industry overseeing the Small and Medium Enterprises (SME) and trade relations with the region including China, as well as the Parliamentary Secretary in the Ministry of Community Development, Youth and Sports. He was also the Chairman of Singapore-Shandong Bilateral Business Council and Vice Chairman of Singapore-Jiangsu Bilateral Business Council.

MR. SEAH KIIN PENG

Executive Director
Appointed on 1 March 2010

Mr. Seah Kiin Peng, an Executive Director, joined the Group in March 2010. Mr. Seah is also the General Manager of the Group and is responsible for its business performance. He oversees the development and implementation of our business plans and strategies.

Prior to joining the Group, Mr. Seah was the General Manager of a group of companies in the shipping business. He started his career with the Singapore Foreign Service after graduating with Bachelor and Masters of Science in Management from the London School of Economics and Political Science.

MR. XU JIGUO

Executive Director
Appointed on 28 November 2017

Mr. Xu Jiguo, an Executive Director, joined the Group in November 2017. Mr. Xu is responsible for the trading activities of the Group. He also assists the General Manager of the Group with steel procurement.

Mr. Xu has more than 20 years of experience in shipping and trading. Prior to joining the Group, he was a Deputy General Manager in Bright Point Pte Ltd, a steel trading company. Mr. Xu holds an MBA Degree from The University of South Australia.

Board of Directors

MR. OOI SENG SOON

Independent Director
Appointed on 23 January 2009

Mr. Ooi Seng Soon was appointed as an Independent Director on 23 January 2009. With more than 23 years of experience in banking and finance, Mr Ooi had worked in various positions in ABN Amro Bank from 1974 to 1996, before joining Oversea-Chinese Banking Corporation, where he headed the Enterprise Banking division of the Bank of Singapore from 1997 to 1998 before his retirement.

Mr Ooi had previously served as independent director of NH Ceramics (now known as Blackgold Natural Resources Limited), a company listed on Catalist, and HG Metal Manufacturing Limited, a company listed on the SGX-ST. He is currently an independent director of HC Surgical Specialists Limited which is listed on Catalist. He has been actively involved in board matters, having acted as Chairman of various board committees such as the audit committee and remuneration committee. Mr Ooi graduated from the University of Singapore with a Bachelor of Arts in 1971.

MR. ZHANG XINGWANG

Executive Director
Appointed on 5 December 2017

Mr. Zhang Xingwang, an Executive Director, joined the Group in December 2017. Mr. Zhang is responsible for the development of strategy for the Group. He also assists the General Manager of the Group with manufacturing and operations.

Prior to joining the Group, Mr. Zhang was a director of a company in iron ore trading. He was a Deputy Director within the raw material department of WISCO International Economy & Trading Limited. Mr. Zhang holds an MBA Degree from Wright State University in USA and a Bachelor's Degree in Mineral Engineering from Central South University in China.

MR. TAN LEE MENG

Independent Director
Appointed on 23 January 2009

Mr. Tan Lee Meng, as Independent Director, started his career in 1994 assisting his family in establishing operations in Malaysia where he set up Winspark Sdn Bhd and Jing Ma Property Sdn Bhd, serving as director overseeing the construction-and property-related businesses. In 1996, he was appointed as a director of Asia Progress International Pte Ltd to participate in the Masterplan for Information Technology in Education to roll out the IT-training for MOE teachers islandwide. In 2000, responding to the dot.com boom, he set up LinksTech Holding Pte Ltd to provide strategic investmetns in dot.com companies. Since then, he has been providing investment and consultancy services and serves as director overseeing the investments by his companies.

Key Executive Officers

The names, duties / responsibilities and working experience of our Key Executive Officers are set out below:

MS. LEE CHUN FUN

Group Financial Controller

Ms. Lee Chun Fun began her career in auditing with a public accounting firm and has more than 25 years of experience in finance, treasury and credit control functions. Ms. Lee is responsible for the Group's financial and treasury management. She also oversees Human Resources and Administration.

Ms. Lee holds a Master's Degree in Business Administration from the University of Strathclyde and a Bachelor's Degree in Accountancy from the National University of Singapore.

MR. NGE KWAN MIN

Chief Executive Officer, BRC Prefab Holdings Sdn Bhd

Mr. Nge Kwan Min joined BRC Prefab Holdings Sdn Bhd in April, 2016 as the Chief Executive Officer. He has more than 30 years of experience in the construction industry.

Mr. Nge is responsible for the growth and business performance of BRC Prefab Holdings Sdn Bhd.

Prior to joining BRC Prefab Holdings Sdn Bhd, Mr. Nge was involved in the steel reinforcing industry as the Chief Operating Officer of Southern Steel Mesh. He was also involved in the steel foundation industry within South East Asia as the Chief Executive Officer of Oriental Sheet Piling, a business unit of ArcelorMittal.

Mr. Nge has a Bachelor's Degree in Engineering (Civil) from the University of North Dakota, USA.

MR. ONG LIAN TECK

Group Business Development Manager

Mr. Ong Lian Teck oversees the Sales and Marketing Department and is responsible for formulating marketing plans and strategies as well as the delivery of engineering support services to customers.

Mr. Ong also assists the General Manager in steel inventory management and business development efforts.

He has been with the Company for over 17 years and graduated from Nanyang Technological University with a Bachelor's Degree (Honours) in Engineering (Civil).

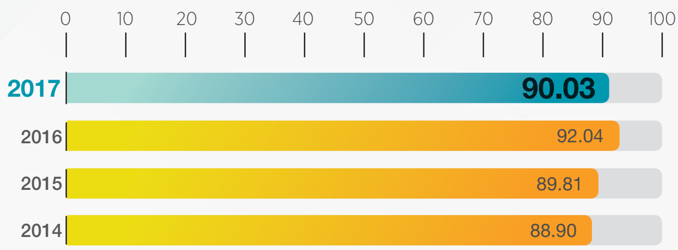
MR. TAN LAU MING

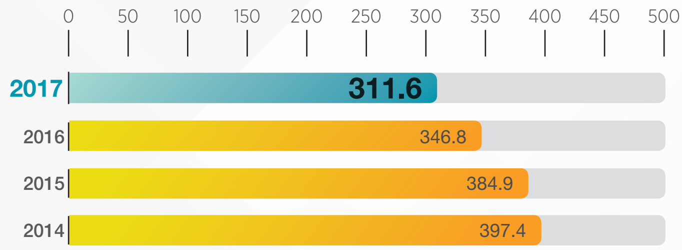
Works Manager

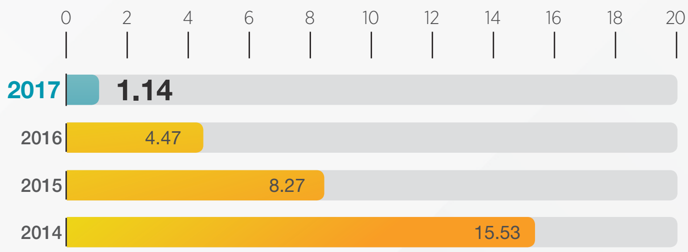
Mr. Tan Lau Ming has more than 25 years of experience in production operations which include manufacturing, planning, resource allocation, industrial engineering and process control. Mr. Tan is responsible for cut/bend and prefabrication production and operational matters of the Company. He also oversees safety, security and dormitories.

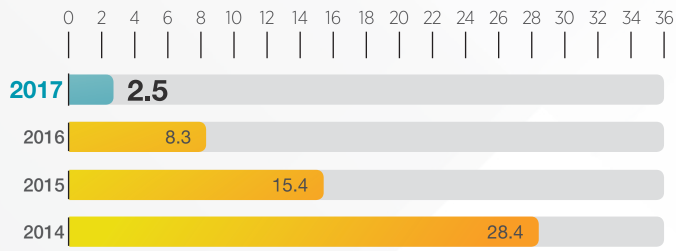
Mr. Tan has a Master's Degree in Engineering Management from the University of Wollongong.

Financial Highlights





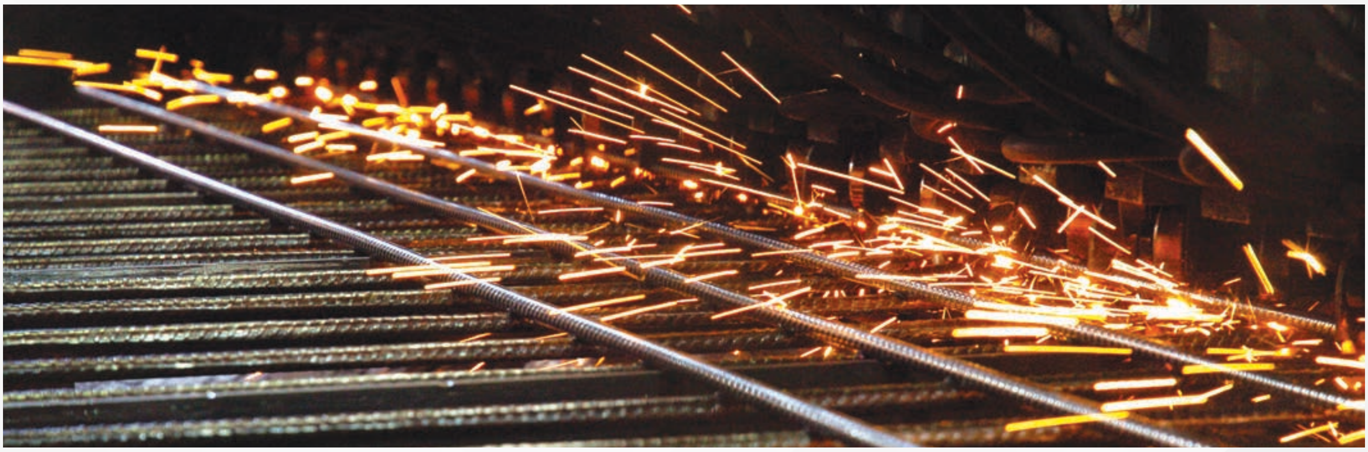




Group Financial Results	2017	2016	2015	2014
Revenue ($'000)	311,626	346,752	384,927	397,365
Profit before tax ($'000)	3,625	10,143	18,486	33,233
Profit after tax ($'000)	2,473	8,341	15,403	28,433
Net asset attributable to owners ($'000)	167,755	171,607	167,918	166,787

Per Share Data				
Basic earnings per share (cents)	1.14	4.47	8.27	15.53 [1]
Net asset per share attributable to owners (cents)	90.03	92.04	89.81	88.90 [1]

[1] On 21 August 2015, the Company completed a share consolidation for every five existing issued ordinary shares of the Company into one ordinary share and earning per shares and net tangible assets per share for the comparative period had been adjusted for the effects of the share consolidation.



Corporate Governance Report

INTRODUCTION

BRC Asia Limited ("**BRC**" or the "**Company**") and its subsidiaries (the "**Group**") are committed to achieving high standards of corporate governance and transparency practices. The Group believes that good corporate governance is imperative to the sustained growth and long term success of the Group's business.

This report outlines the Company's corporate governance processes and activities in conjunction with the Singapore Exchange Securities Trading Limited's (the "**SGX-ST**") requirement that issuers describe their practices with specific reference to the Code of Corporate Governance 2012 (the "**Code**") in their annual reports.

The Group is generally in compliance with the principles and guidelines as set out in the Code. Where there are deviations from the Code, the Board of Directors (the "**Board**") has considered alternative practices adopted by the Group are sufficient to meet the underlying objectives of the Code.

(A) BOARD MATTERS

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

The Company is headed by its Board comprising professionals from various disciplines and entrusted with the responsibility for the overall management of the Group. All Directors recognise that they have to discharge their duties and responsibilities in the best interests of the Company. Each director is expected to act in good faith, be honest and diligent in exercising his independent judgement in overseeing the business and affairs of the Company.

All board appointments are made based on merits, in the context of skills, experience, core competencies, independence and other relevant factors, having due regard for the benefits of diversity on the Board and the contribution that the selected candidates will bring to the Board.

Upon appointment or re-election to the Board, each Director receives a formal letter which sets out the Directors' duties and obligation. All new Directors are briefed on the Group's history, business activities, strategic direction, core values and corporate governance practices. Every newly appointed director who does not have prior experience as director of a listed company will attend trainings in relevant areas as well as duties and obligation of director of a listed company. All fees incurred for the trainings are at the expense of the Company.

Directors will attend seminars and briefing sessions to enable them to keep pace with changes in regulations, financial reporting standards, continuing listing obligations as well as industry-related matters. The trainings include some courses organised by the Singapore Institute of Directors ("**SID**").

The Company has arranged for the newly appointed directors, namely, Mr. Xu Jiguo and Mr. Zhang Xingwang, to attend the 'Board and Director Fundamentals' course organised by SID.

Composition of the Board of Directors

The Board of Directors comprises six directors, three of whom are Independent Directors. The Board consists of:

Mr. Teo Ser Luck	Independent Non-executive Chairman (appointed on 28 November 2017)
Mr. Seah Kiin Peng	Executive Director
Mr. Xu Jiguo	Executive Director (appointed on 28 November 2017)
Mr. Zhang Xingwang	Executive Director (appointed on 5 December 2017)
Mr. Ooi Seng Soon	Lead Independent Director
Mr. Tan Lee Meng	Independent Director

Corporate Governance Report

Primary Functions of the Board

The primary functions of the Board are to:

- supervise and approve strategic direction of the Group;
- decide on policies covering corporate governance and business matters;
- review the business practices and risk management of the Group;
- review the management performance of the Group;
- review and approve interested person transactions;
- approve matters beyond the authority of the executives;
- ensure that there are policies and safeguards in the system of internal controls to preserve the integrity of assets;
- ensure compliance with legal and regulatory requirements;
- approve all communications with Shareholders;
- approve recommendations made by the Audit, Nominating and Remuneration Committees; and
- consider sustainability issues such as environmental and social factor as part of its strategic plans.

Independent Judgement and Disclosure of Interest

All Directors are required to objectively discharge their duties and responsibilities in the best interests and benefit of the Company. Directors and Chief Executive Officer who are in any way, directly or indirectly, interested in a transaction or proposed transaction, including those identified within the Code and provisions of the Companies Act, Cap. 50 (the "**Act**") will declare the nature of their interests and not participate in any discussion and decision on the matter.

The Directors are aware of the requirements in respect of their disclosure of interests in securities, disclosure of conflicts of interest in transaction involving the Company, prohibition on dealings in the Company's securities and restrictions on the disclosure of price-sensitive information.

Delegation by the Board

To assist the Board in the discharge of its oversight function, various board committees, namely the Audit Committee, Nominating Committee and Remuneration Committee, have been constituted to operate under the defined terms of reference. The terms of reference of the respective board committees are set out in this report. Each committee, chaired by an independent director, has the delegated power to make decision, execute actions or make recommendations within its terms of reference and applicable limits of authority.

The Company has specified in its procedure manual that transactions beyond the threshold limits of executives be referred to the Board for approval. Material matters which require approval of the Board include new investments or increase in investments, material acquisitions or disposals of assets exceeding certain limits, share issues, all commitments to funding from banks and dividends payout. Approvals of release of financial results and financial statements are also material transactions specifically reserved for the Board's review and approval.

Board's Conduct of Affairs

The Board meets regularly and when circumstances require, members of the Board exchange views outside the formal environment of Board meetings. Additional Board meetings will be convened when they are deemed necessary to address any significant issues that may arise in-between the scheduled meetings. Ad-hoc matters which require the Board's approval are dealt with through circular written resolutions, when necessary.

Corporate Governance Report

The record of attendance of the Directors at the Board and committee meetings for the financial year ended 30 September 2017 is as follows:

Name of Director	Board of Directors[3]		Audit Committee		Remuneration Committee		Nominating Committee	
	Number of Meetings							
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Sia Ling Sing[1]	6	6	-	-	-	-	-	-
Lim Siak Meng[2]	6	5	-	-	1	-	1	-
Seah Kiin Peng	6	6	-	-	-	-	-	-
Ooi Seng Soon	6	6	4	4	1	1	1	1
Tan Lee Meng	6	6	4	4	1	1	1	1
Lau Eng Tiong[1]	6	5	4	4	1	1	1	1
Foo Sey Liang[1]	6	4	-	-	-	-	-	-

Notes:

1 Mr. Sia Ling Sing, Mr. Lau Eng Tiong and Mr. Foo Sey Liang resigned as Non-independent and Non-Executive Directors of the Company on 28 November 2017.

2 Mr. Lim Siak Meng resigned as Executive Director and Group Managing Director of the Company on 28 November 2017.

3 The current Board of Directors comprises Mr. Teo Ser Luck, Mr. Seah Kiin Peng, Mr. Xu Jiguo, Mr. Zhang Xingwang, Mr. Ooi Seng Soon and Mr. Tan Lee Meng.

Board papers are distributed in advance of the Board meetings so that Directors may better understand the matters prior to the meeting. Company Secretaries, Ms. Lee Chun Fun and Ms. Low Mei Wan assist the Chairman in the preparation of notices, Board papers and minutes of Board proceedings. They are the primary channel of communication with SGX-ST and they are also responsible for assisting the Chairman to ensure Board procedures are followed. All Directors may, where necessary, seek independent professional advice paid for by the Company.

During the financial year, the Company Secretaries had provided updates to the Board on regulatory changes such as changes to the Act and the SGX Listing manual. Briefing was also provided to the Board by the Company's external auditor on the changes to new accounting standards.

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

Composition and Balance

The Board consists of three Independent Directors and three Executive Directors. The Nominating Committee, with concurrence of the Board, is of the opinion that the current Board size and composition are considered appropriate for the Company's needs, taking into account the scope and nature of the operations of the Group, with an objective of achieving a good mix and diversity of skills and experiences to ensure that the Board will be able to make satisfactory and independent decisions regarding the affairs of the Company. The Nominating Committee reviews the existing Board combination regularly, to ensure the existing Board and Board committees are appropriate. With the Independent Directors making up half of the Board, the Nominating Committee is of the view that there is strong and independent element on the Board thereby eliminating the risk of a particular group dominating the decision-making process. The Board ensures that the process of decision-making by the Board is independent and based on collective decision without any concentration of power of influence.

The Independent Directors contribute to the Board process by monitoring and reviewing management's performance against goals and objectives. When dealing with challenging proposals or decisions, they bring independent judgement to bear on business activities and transactions involving conflict of interest and other complexities.

Corporate Governance Report

The Independent Directors were briefed on matters such as Board processes, corporate governance initiatives and industry development relating to the Company. Independent Directors' meetings are held at least once a year and as and when needed. During the year, the Independent Directors have held one meeting without the presence of management.

None of the Independent Directors has any relationship with the Company's related companies or its 10% Shareholders or its officers that could interfere or be reasonably perceived to interfere, with the exercise of the director's independent business judgement with a view to the best interest of the Company. No individual or group of individuals dominates the Board's decision-making process.

The Independent Directors provide, amongst others, strategic guidance to the Company based on their professional knowledge, in particular, assisting to constructively develop proposals on strategy. The Independent Directors also review the performance of the Management in meeting goals and objectives and monitor the reporting of performance.

The profile of each Board member is provided on pages 9 and 10 of the Annual Report.

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

Role of the Chairman and the Executive Directors

Mr. Teo Ser Luck was appointed as Independent Non-Executive Chairman of the Company on 28 November 2017. He has a clear role that is distinct from that of the executive directors and leads the Board. Mr. Lim Siak Meng, the ex-Managing Director of the Company has stepped down from the Board of Directors of the Company on 28 November 2017. The Company currently has three Executive Directors, namely Mr. Seah Kiin Peng, Mr. Xu Jiguo and Mr. Zhang Xingwang.

The Chairman and the Executive Directors are not immediate family members.

The Chairman ensures that Board meetings are held on a timely basis to deliberate, decide or approve matters which require the Board's attention. He leads all Board meetings and will prior to the meetings, review all Board papers and proposals before they are presented. If necessary, he will invite participation from advisors or management staff to facilitate in-depth discussions. He also ensures the quality, quantity and timeliness of information flow between the Board and Management and that the Board has sufficient opportunities for interaction and informal meetings with Management.

The Chairman also ensures effective communication with Shareholders and facilitates effective contributions from the Independent Directors. He is also responsible for promoting and maintaining high standards of corporate governance.

The Executive Directors are responsible for implementing the Group's strategies and policies as well as the daily management and operation of the Group.

The Audit Committee Chairman, Mr. Ooi Seng Soon has been appointed as the Lead Independent Director of the Company on 26 November 2014. Mr. Ooi is available to Shareholders and any other persons where their concerns which cannot be resolved through the normal channel of the Chairman or for which such contact is inappropriate. Where warranted, Mr. Ooi will meet other Independent Directors of the Company without presence of Management and other Executive Directors, to review matters that must be raised privately. Any feedback will be given to the Chairman after such meetings. In addition, his other specific roles as Lead Independent Director are to:

- lead the Independent Directors to provide non-executive perspectives in circumstances where it would be inappropriate for the Chairman and Executive Directors to serve in such capacity and to contribute a balanced viewpoint to the Board;
- advise the Chairman and Executive Directors as to the quality, quantity and timeliness of the information provided and/or submitted by Management that is necessary or appropriate for the Independent Directors to effectively and efficiently perform their duties; and
- assist the Board and Management of the Company in better ensuring compliance with and implementation of corporate governance.

The Board has no dissenting view on the Chairman's statements to the Shareholders for the financial year under review.

Corporate Governance Report

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

Nominating Committee

The Nominating Committee consists of:

Mr. Tan Lee Meng	Chairman
Mr. Teo Ser Luck	Member
Mr. Ooi Seng Soon	Member

The Nominating Committee was set up in July 2000 for the purpose of ensuring that there is a formal and transparent process for all Board appointments. All members of the Nominating Committee are Independent Directors.

The Nominating Committee is governed by its adopted written terms of reference and its functions are to:

- recommend to the Board on relevant matters relating to (a) review of board succession plans for Directors (including Independent Directors), in particular, the Chairman and Executive Directors, taking into consideration contribution and performance of each Director; (b) the development of a process for evaluation of the performance of the Board, the Board Committees and individual director; (c) the review of training and professional development programmes for the Board; and (d) making evaluation, assessment and recommendations with respect to the selection and appointment of any proposed new directors and re-appointment of Directors (including alternate directors, if applicable);
- review whether the size of the Board is appropriate;
- review annually the composition of the Board to ensure that the Board has an appropriate balance of expertise, skills, attributes and abilities;
- review and determine annually, and as and when circumstances require, if a director is independent;
- review where a Director has multiple board representations, whether the Director is able to and has been adequately carrying out his duties as director, taking into consideration the number of listed company board representations of the Directors and other principal commitments;
- recommend Directors who are retiring by rotation to be put forward for re-election. The Constitution of the Company requires at least one-third of the Directors (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation every year and each Director to retire from the office at least once every three years;
- review and approve any new employment of related persons and the proposed terms of their employment;
- recommend to the Directors candidates for senior management positions and candidates for directorship (including executive directorships);
- review succession plans for senior management and recommend them to the Board for approval; and
- review that no individual member of the Board dominates the Board's decision making process.

The Nominating Committee proposes to the Board, objective performance criteria for evaluating the Board's performance.

The process for the short-listing, selection and appointment of all new directors is spearheaded by the Nominating Committee. In the selection and nomination of new director, the Nominating Committee taps on the resources of the Directors' personal contacts for recommendation of potential candidates. External help (for example, open advertisement, executive search, consultants) may be used to source for potential candidates. The Nominating Committee meets with the short-listed potential candidate(s) to assess suitability and to ensure that the candidate(s) is/are aware of the expectation required before a decision is made for recommendation to the Board for approval.

The Nominating Committee has reviewed the independence of Mr. Teo Ser Luck, Mr. Tan Lee Meng and Mr. Ooi Seng Soon and is satisfied that there are no relationships which would deem any of them not to be independent. In reviewing the independence, the Nominating Committee has considered the relationships identified by the Code and, additionally, that the Independent Directors are also independent from 10% Shareholders of the Company. No individual or small group of individuals dominates the Board's decision making process. As of the date of this report, there is no independent director who has served for a continuous period of nine years or more from the date of his first appointment. Mr. Ooi Seng Soon and Mr. Tan Lee Meng, independent directors of the Company, have indicated their interests to step down from the Board in 2018.

Corporate Governance Report

The Constitution of the Company states that at least one-third of the Directors (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office and all Directors shall retire from office at least once every 3 years. A retiring Director shall be eligible for re-election and a director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

The Board had accepted the Nominating Committee's recommendation to seek approval from Shareholders at the forthcoming Annual General Meeting to re-elect Mr. Seah Kiin Peng who will be retiring according to Regulation 104 of the Constitution of the Company as well as Mr. Teo Ser Luck, Mr. Xu Jiguo and Mr. Zhang Xingwang who will be retiring in accordance to Regulation 108 of the Constitution of the Company. In reviewing the re-nomination of the Board members who are due for re-election as a Director of the Company, no member of the Board shall vote in respect of his own re-election.

When considering the re-nomination of Director for re-election, the Nominating Committee also takes into account the time commitment by the Board members with multiple board representation. The Nominating Committee is satisfied that the Directors are able to carry out and have been carrying out their duties as a Director of the Company. Therefore, it has decided not to fix a numerical limit on the number of directorships a director can hold. The Board has experienced minimal competing time commitments among its members as Board meetings are planned and scheduled well in advance of the meeting dates. Every year, the Nominating Committee reviews the composition of the Board and the number of listed company board representations each Director holds.

Key information of the Directors as at the date of this report is set out below:

Name of Director	**Appointment**	**Date of initial appointment /last re-election**	**Directorships in other listed companies and other principal commitments**	
			Current	**Past 3 Years**
Teo Ser Luck	Independent Director and Non-Executive Chairman	28 November 2017	• Elected Member of the Parliament of Singapore • United Engineers Limited (Lead Independent and Non-Executive Director) • Serial System Ltd. (Non-Executive Independent Deputy Chairman) • Vicduo Food Tech Pte. Ltd. (Director) • Nufin Data Pte. Ltd. (Chairman)	• Minister of State at the Ministry of Trade and Industry and Ministry of Manpower • Mayor of the North East District of Singapore • Chairman of Mayors Committee
Xu Jiguo	Executive Director	28 November 2017	• Bright Point Pte. Ltd. (Deputy General Manager) • Gold Sky Shipping Pte. Ltd. (Director)	• Trust Base Pte. Ltd. (Deputy General Manager) • Rainbow Ace Shipping Pte. Ltd. (Director) • Everwin Shipping Pte. Ltd. (Director)
Zhang Xingwang	Executive Director	5 December 2017	• Fairborn Resource Pte. Ltd. (Director)	-
Seah Kiin Peng	Executive Director	1 March 2010 / 28 January 2016	-	-
Ooi Seng Soon	Lead Independent Director	23 January 2009 / 28 January 2016	• HC Surgical Specialist Limited (Independent Director)	• NH Ceramics Limited (Independent Director)
Tan Lee Meng	Independent Director	23 January 2009 / 23 January 2017	-	-

Currently, no alternate director has been appointed in respect of any of Directors.

Corporate Governance Report

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

The Group has in place a system to assess the Board's performance as a whole. To-date, no external facilitator has been used.

The Nominating Committee has determined that given the number of directors of the Company, size of the Board, the background, expertise, the participation in the board meetings of the Company and the contribution made by the Directors at the meetings, it would not be necessary for directors to perform a self-evaluation assessment.

The evaluation of the Board's performance is conducted annually. The qualitative criteria used to evaluate the overall Board performance include the composition of the Board, information flow to the Board, Board procedures, corporate strategy and planning, risk management and accountability as well as matters concerning key management personnel and standard conduct of its Board members. The Nominating Committee will evaluate the process for performance evaluation review and its effectiveness from time to time. The Chairman of the Board will act on the results of the performance evaluations and, in consultation with the Nominating Committee, propose, where appropriate, new members to be appointed to the Board or seek the resignation of existing members.

The Board has taken the view that the recommendations under the Code to include financial indicators as part of the performance criteria for Board evaluation is not appropriate as it is more of a measurement of Management's performance and therefore, less applicable to the whole Board.

The Nominating Committee met in November 2016 and discussed amongst others, the Board's performance and independence of the Independent Directors. All the committee members who were present at the meeting participated in the discussion. No significant issues were identified from the evaluation of the Board's performance for the financial year ended 30 September 2016.

In view of the major changes to the Board composition in November 2017, the Nominating Committee has deliberated and determined that it would not be effective to carry out the performance review for the Board as a whole for the financial year ended 30 September 2017.

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

To assist the Board in discharging its duties, the Board is provided with reports as well as financial results on a regular basis. Board papers are also distributed in advance of Board meetings so that the Directors would have sufficient time to understand the matters which are to be discussed. The Directors are entitled to request from Management and should be provided with additional information as needed to make informed decisions. The directors have direct access to Management and Company Secretaries at all times. In addition, Directors and Board Committee, where necessary, may seek professional advice paid for by the Company.

The Independent Directors are always available to provide guidance to the Management on business issues and in areas which they specialise in.

Under the direction of the Chairman, the Company Secretaries ensure good information flow within the Board and its Board committees and between Management and Independent Directors, advising the Board all governance matters as well as facilitating orientation and assisting with professional development as and when required. The Directors may communicate directly with the Management and the Company Secretaries on all matters whenever they deem necessary to ensure adherence to the Board procedures and relevant rules and regulations which are applicable to the Company. During the financial year, the Company Secretaries have attended all Board and Board committee meetings.

The appointment and the removal of the Company Secretary is a matter for the Board as a whole.

Corporate Governance Report

(B) REMUNERATION MATTERS

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

Remuneration Committee

The Remuneration Committee, regulated by a set of written terms of reference, consists of three members who are all Independent Directors. The members of the Remuneration Committee are as follows:

Mr. Ooi Seng Soon	Chairman
Mr. Teo Ser Luck	Member
Mr. Tan Lee Meng	Member

The principal functions of the Remuneration Committee are to:

- recommend to the Board a framework of remuneration for the directors and key executives of the Group, including Chief Executive Officer (or equivalent) and Chief Financial Controller (or equivalent);
- determine specific remuneration packages for each executive director including the Chief Executive Officer (or equivalent);
- review all aspects of remuneration of employees (including, among others, employees who are related to the directors and relatives of the directors and controlling Shareholders), including directors' fees, salaries, allowances, bonuses and other benefits-in-kind;
- review and ensure that the remuneration of Independent Directors is appropriate to the level of contribution by them taking into account factors such as effort and time spent and responsibilities of the Directors;
- recommend the employees' share option schemes or any long-term incentive scheme, which may be set up from time to time and to do all acts necessary in connection therewith; and
- review the Company's obligation arising in the event of termination of the executive directors and key executives' contract of services to ensure that such contract of services contain fair and reasonable clauses which are not overly generous.

The Remuneration Committee's recommendations are made in consultation with the Executive Directors and submitted for endorsement by the Board.

In determining the remuneration system for the key executive officers, the Remuneration Committee may seek advice from human resource consultants and senior practitioners in order to obtain comparable information on the market and the industry. The Remuneration Committee will also take into account the performance of the Group as well as that of the Directors and key executives, aligning their interest with those of Shareholders and linking rewards to corporate and individual performance as well as industry benchmarks. The review of remuneration packages takes into consideration the long-term interest of the Group. The review covers all aspects of remuneration, including salaries, fees, bonuses, share options and benefits-in-kind.

During the year, the Remuneration Committee met once, discussing various remuneration matters and recording its decision by way of minutes and circular resolutions. The Committee members present at the meeting were involved in the deliberations. No director was involved in the fixing of his own remuneration. No external remuneration consultants were appointed during the financial year.

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

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

The remuneration package of Executive Directors and key executive officers consists of:

Basic Salary
Basic salary is determined based on the market value of the job. Merit increments, if any, are added to the basic salary. In line with the Singapore government's recommendations, the Company has designated a portion of the basic salary as a monthly variable component for certain employees, including key executive officers.

Corporate Governance Report

Fees
The Non-Executive and Independent Directors are entitled to directors' fees. The level of fees is reviewed for reasonableness taking into account the size of the Company and the additional duties and responsibilities of the Directors.

Bonus
The Executive Directors and selected key executive officers are entitled to a bonus which is determined by the Company's performance. The Board, as recommended by the Remuneration Committee, approves any bonuses paid to the Executive Directors and selected key executive officers.

Benefits-in-kind
Customary benefits-in-kind consistent with market practices are given to Executive Directors and selected key executive officers.

Employee Share Option Scheme
The Executive Directors and eligible employees are participants to options under the Employee Share Option Scheme ("**BRC Share Option Scheme 2011**") approved by Shareholders on 25 January 2011. The Scheme provides an opportunity for participants who have contributed significantly to the growth and performance of the Company to participate in the equity of the Company, thereby aligning their interests with Shareholders.

Information on the BRC Share Option Scheme 2011 such as size of grants, exercise price of options that were granted as well as outstanding and vesting period of options are set out on pages 61 to 62 of the Annual Report.

All options granted under the BRC Share Option Scheme 2011 have been surrendered for cancellation pursuant to the Mandatory Conditional cash offer dated 22 September 2017 by Esteel Enterprise Pte. Ltd. As a result, the Committee of Directors which administered the BRC Share Option Scheme 2011 was dissolved in 2017.

Given the competitive environment the Company is operating in, the Company will not disclose details of Directors' remuneration in nearest thousand dollars, and in bands of S$250,000 as well as the upper limit to the band as the Company believes that disclosure may be prejudice to its business interests. The Company believes that disclosing remuneration breakdown in percentage terms paid to the Directors provide sufficient overview of the remuneration of Directors.

The remuneration (in percentage term) of the Directors is set out below:

Name of Director	Salary %	Bonus %	Fees [1] %	Benefits-in-kind [2] %	Total %
Above S$500,000					
Mr. Lim Siak Meng[3]	55	14		31	100
S$250,001 to S$500,000					
Mr. Seah Kiin Peng	64	26	-	10	100
Up to S$250,000					
Mr. Lau Eng Tiong[4]	-	-	100	-	100
Mr. Ooi Seng Soon	-	-	100	-	100
Mr. Sia Ling Sing[4]	-	-	100	-	100
Mr. Tan Lee Meng	-	-	100	-	100
Mr. Foo Sey Liang[4]	-	-	100	-	100

Notes:
1 The fees are subject to approval by Shareholders at the Annual General Meeting to be held on 26 January 2018.
2 Includes transport allowances, contributions to Central Provident Fund, retirement benefits and other benefits-in-kind.
3 Mr. Lim Siak Meng resigned as Executive Director and Group Managing Director of the Company on 28 November 2017.
4 Mr. Lau Eng Tiong, Mr. Sia Ling Sing and Mr. Foo Sey Liang resigned as Non-independent and Non-Executive Directors of the Company on 28 November 2017.

Corporate Governance Report

Key Executive Officers (Top 5)

Regarding the Code's recommendation to fully disclose the remuneration of at least the top 5 key executive officers who are not Directors or Chief Executive Officer, the Company does not believe it to be in its best interests to disclose the identity and remuneration of its top 5 key executive officers, as having considered the highly competitive human resources environment for personnel with the requisite knowledge, expertise and experience in the Company's business activities, such disclosure may give rise to talent retention issues and would cause negative impact to the Company if experienced and senior management team are poached.

Having considered several factors, the Group is of the view that in order to maintain confidentiality of remuneration matters, remuneration of the top 5 keys executives in the bands of S$250,000 breakdown (in percentage or dollar terms) as well as the aggregate total remuneration paid to its top 5 key executive officers will not be disclosed.

Remuneration of Employees Related to Directors

Mr. Lim Jun Da joined the Company as Manager, Corporate and Marketing Services in January 2016 and his remuneration exceeded S$50,000 for the financial year under review. He is the son of Mr. Lim Siak Meng, the ex-Managing Director of the Group who resigned on 28 November 2017.

Taken note of the competitive pressure in the talent market, the Group has decided not to disclose the details of Mr. Lim Jun Da in the incremental bands of S$50,000.

For the financial year ended 30 September 2017, there was no termination, retirement or post-employment benefits granted to the Directors, the Managing Director and key executives other than the standard contractual notice period termination payment in lieu of service, and the benefits for the Managing Director and relevant key executives.

Where appropriate, the Remuneration Committee reviews the service contracts of the Company's Executive Directors. The Service Contracts for Executive Directors are automatically renewable by one year on each anniversary of the employment commencement date and may be terminated by the Executive Director by giving at least 6 months' written notice of non-renewal to the Company or the Company serving at least 12 months' written notice of non-renewal to the director.

There are no contractual provisions under the present remuneration structure that allow the Company to reclaim variable incentive components of remuneration from Executive Directors and key executive. However, in alignment with the current regulatory standards, the variable incentives of the Executive Directors and key executives may be clawed back in the event of exceptional circumstances of misstatement of financial results or of misconduct resulting in financial or other losses to the Company.

The Company's compensation framework comprises fixed salary, short term and long term incentives.

(C) ACCOUNTABILITY AND AUDIT

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

The Board provides Shareholders with quarterly and annual financial results. Results for first, second and third quarters are released to Shareholders within 45 days of the end of each quarter whilst annual results are released within 60 days from the financial year end. In presenting the annual financial statements and announcements of financial results to Shareholders, it is the aim of the Board to provide Shareholders with a balanced and understandable assessment of the Company's and the Group's performance, position and prospects. The Board is mindful of its obligation to provide timely and fair disclosure of material information. The Board is accountable to the Shareholders while the Management is accountable to the Board.

Board papers are given to the Board members prior to any Board meeting to facilitate effective discussion and decision making.

Corporate Governance Report

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

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

Audit Committee

The Audit Committee was formed in July 2000. Members of the Committee are:

Mr. Ooi Seng Soon	Chairman and Lead Independent Director
Mr. Teo Ser Luck	Member
Mr. Tan Lee Meng	Member

All the members are Independent Directors. There is a good mix of expertise among the members who can handle financial as well as commercial issues relating to the Company's business.

There were four Audit Committee meetings held during the year. In the meetings dealing with the announcement of the Group's results, the following were also present: the Directors and the Group Financial Controller.

The Audit Committee has written terms of reference and its key functions are to:

- review with the Company's external auditor's audit plan, their evaluation of the system of internal accounting controls, their letter to Management and the Management's response and results of the Company's audit conducted by internal and external auditors;
- review the reports of the Company's external auditors as well as the independence and objectivity of the external auditors;
- review the co-operation given by the Company's officers to the external auditors;
- review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules and regulations which has or is likely to have a material adverse impact on the Group's operating results or financial position and the Management's response;
- make recommendations to the Board on the proposal to the Shareholders on the appointment, reappointment and removal of external auditors and approving the remuneration and terms of engagement of the external auditors;
- review the quarterly announcements and annual financial statements, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the SGX-ST Listing Manual and any other relevant statutory or regulatory requirements;
- review the significant reporting issues and judgements so as to ensure integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- review the material internal control procedures, comprising financial, operational, compliance and information technology controls and ensure co-ordination between the external auditors and the Management, and review the assistance given by the Management to the auditors, and discuss problems and concerns, if any, arising from audits, and any matters which the auditors may wish to discuss (in the absence of the Management, where necessary);
- approve the Company's internal audit plans;
- monitor the implication of outstanding internal control weaknesses highlighted by the internal and external auditors;
- review interested person transactions (if any) failing within the scope of Chapter 9 of the Listing Manual (including any entrusted loans that may be provided to interested persons prior to such loans being entered into to ensure that (i) the terms and (ii) the grant of the entrusted loans (taking into account various factors that may include but are not limited to the rationale for the grant, the creditworthiness of the borrower and the interest rate payable to the Group) are not prejudicial to the Group and the Shareholders);
- review potential conflicts of interest, if any;
- review and consider transactions in which there may be potential conflicts of interests between the Company and the interested persons and recommend whether those who are in a position of conflict should abstain from participating in any discussions or deliberations of the Board or voting on resolutions of the Board or the Shareholders in relation to such transactions as well as to ensure that proper measures to mitigate such conflicts of interest have been put in place;

Corporate Governance Report

- review key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review will be disclosed in the annual reports or if there are material findings, to be immediately announced via SGXNET;
- review and recommend hedging policies and instruments, if any, to be implemented by the Company to the Directors;
- review the suitability of the Group Financial Controller;
- review the effectiveness of the Company's internal audit function, if applicable;
- undertake such other reviews and projects as may be requested by the Board, and report to the Board its finding from time to time on matters arising and requiring the attention of the Audit Committee; and
- undertake such other functions and duties may be required by statute or the Listing Manual, or by such amendments as may be made thereto from time to time on a quarterly basis.

Apart from the abovementioned duties, the Audit Committee shall commission and review the findings of internal investigations in the event of suspected fraud, irregularity, failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material adverse impact on the Group's operating results and/or financial position.

It has full access to and the cooperation from Management and the full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its function properly. The executive officer of the Company attends meetings of the Audit Committee on invitation.

The Company has put in place a whistle-blowing policy and the Audit Committee has the authority to conduct independent investigations into any complaints. The Audit Committee oversees the administration of whistle-blowing policy. Periodic reports will be submitted to the Audit Committee stating the number of and details of complaints received, the results of the investigations and follow-up actions.

As at to-date, no reports of fraudulent or inappropriate activities or malpractices have been received.

A former partner or director of the company's existing auditing firm or auditing corporation should not act as a member of the company's Audit Committee: (a) within a period of 12 months commencing on the date of his ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case (b) for as long as he has any financial interest in the auditing firm or auditing corporation.

During the year, the Audit Committee has met with the external auditors without the presence of the Company's Management. The Audit Committee has also reviewed all non-audit services provided by the external auditors to ensure that the provision of these services did not affect the independence of auditors. The amount of fees paid to the auditors in respect of the audit and non-audit services for the year under review can be found on page 60 of the Annual Report. The Audit Committee has reviewed the non-audit services provided by the external auditors and is satisfied that the nature and extent of such services would not prejudice the independence and objectivity of the external auditor and accordingly, has recommended the re-appointment of the external auditors at the forthcoming annual general meeting.

The Audit Committee is kept abreast of changes to accounting standards and issues which have a direct impact on financial statements by the external auditors.

In appointing the audit firm for the Group, the Audit Committee takes into account several factors such as the adequacy of resources and experience of the auditing firm and the audit engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity of the Group being audited as well as the number and experience of supervisory and professional staff assigned to the audit. The Audit Committee is satisfied that the Company has complied with the Listing Rules 712 and 715, read with Rule 716 in relation to its appointment of external auditors. The Board and Audit Committee have reviewed and confirmed the suitability of the appointment of a different auditor for the Group's significant foreign-incorporated subsidiary and associate and are satisfied that the said appointment would not compromise the standard and effectiveness of the audit of the Group.

Corporate Governance Report

Internal Controls

Management reviews the system of internal controls regularly in order to ensure that sufficient checks and balances exist within the system to safeguard the Company's assets. The Audit Committee ensures that these controls are effective by engaging an external consultant as the internal auditor. The internal auditor works within the scope of an audit plan, which has been approved by the Audit Committee, to review and test the adequacy and effectiveness of the internal controls of the Group. The external independent auditors will, in the course of the external audit, conduct a review of certain internal control procedures relevant to the preparation of financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

The Board has reviewed the adequacy of the Group's internal controls framework in relation to financial, operational, compliance and information technology controls as well as risk management systems of the Group. Based on the work performed by the internal auditors during the financial year, as well as the statutory audit by the external auditors, the Board, with the concurrence of the Audit Committee, is of the view that the Group's internal controls addressing financial, operational, compliance and information technology controls as well as risk management systems are effective and adequate as at 30 September 2017.

The system of internal controls provides reasonable assurance against material financial misstatements or loss and includes the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practices and the identification and management of business risks.

The Board acknowledges that no system of internal controls can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

The Board has received assurance from the Executive Director and the Group Financial Controller that the financial records as at 30 September 2017 have been properly maintained and the financial statements for the financial year under review give a true and fair view of the Group's operations and finance, and that the Group's risk management and internal control systems are adequate and effective.

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

Internal Audit

As the size of the Company cannot support a full-time internal audit team and also for cost reasons, the Management has, with the agreement of the Audit Committee, outsourced its internal audit function to a reputable independent public accounting firm, PricewaterhouseCoopers LLP. PricewaterhouseCoopers LLP has been appointed as the Internal Auditor by the Audit Committee and it reports directly to the Chairman of the Audit Committee.

Management has put in place a Control Self Assessment ("**CSA**") programme. This is to provide a structured framework for continuous assessment of risks and controls by employees so as to better manage risks as well as to reinforce risks and controls ownership at line management level. CSA provides senior management as well as the Audit Committee with a tangible in-house assessment of internal controls so as to facilitate their governance of risks as well as compliance reporting. The Internal Auditors did a CSA development for a key process during the financial year ended 30 September 2017.

In addition, the external auditors would highlight any material internal controls weaknesses relevant to the preparation of financial statements which have come to their attention in the course of their statutory audit. All audit findings and recommendations made by the internal and external auditors are reported to the Audit Committee and significant issues are discussed at Audit Committee meetings.

The Audit Committee will, at least annually, review the adequacy and effectiveness of the internal audit function.

Corporate Governance Report

(D) SHAREHOLDERS' RIGHTS AND RESPONSIBILITIES

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

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

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

The Company is mindful of its obligation to ensure a timely and adequate disclosure of information on matters of material impact on the Company to its Shareholders, in compliance with the requirements set out in the SGX-ST Listing Manual. All announcements are released via SGX-ST and the Company's website: www.brc.com.sg.

The Company encourages Shareholders' participation at the Company's annual general meeting. The annual general meeting is the principal forum for dialogue with Shareholders. There is an open question and answer session at which Shareholders may raise questions or share their views regarding the proposed resolutions as well as the Company's businesses and affairs.

The Company ensures that sufficient explanations of all resolutions are included in the Notice of the Annual General Meeting. At the Annual General Meeting, the Company makes available the Chairman of the Board and Chairman of the respective Audit, Nominating and Remuneration Committees as well as the Company's auditors and other advisors to provide answers to Shareholders' queries. Senior management of the Group is also present to address any queries which Shareholders may have.

Attendance by proxies is allowed as stipulated in the Constitution and Act. The Company's Constitution allows a member of the Company who is not a relevant Intermediary to appoint not more than two proxies to attend, speak and vote at general meetings. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the general meetings provided that each proxy must be appointed to exercise the rights attached to the shares held by such member. The Board believes that it would not promote greater efficiency or effective decision making nor would it be cost effective to lift the limit on the number of proxies for a member who is not a relevant Intermediary. The Board does not implement absentia-voting methods by mail, e-mail or fax, until issues on security and integrity are satisfactorily resolved. All Shareholders have the opportunity to participate effectively in and vote at general meetings. Separate resolutions on each distinct issue are tabled at general meetings. "Bundling" of resolutions are kept to a minimum and executed only where the resolutions are interdependent as to form one significant proposal and only where there are reasons and material implications involved.

At the annual and extraordinary general meetings of the Company held in 2017, the Company has put all resolutions tabled to vote by poll. The voting results of all votes cast in respect of each resolution and the respective percentages were displayed at the meeting and announced in a timely manner via SGXNET after the meeting.

The proceedings of the annual general meeting and extraordinary general meeting (if any) are properly recorded, including all comments or queries raised by Shareholders relating to the agenda of the meeting and responses from the Board and management. All minutes of general meetings are available to Shareholders upon their request.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, financial position, capital needs, plans for expansion and other factors which the Board may deem appropriate. The Board would consider establishing a dividend policy at the appropriate time.

To ensure that there are adequate resources for the Company's future use, the Board has not recommended any dividend for the financial year ended 30 September 2017.

CORPORATE SOCIAL RESPONSIBILITY

Apart from creating long term value for its stakeholders and upholding high standards of governance, the Company recognises the importance of environmental sustainability and social responsibility.

The Company has in place proper procedures for recycling and disposal of steel scrap. In addition, the Company has been involved in giving to the less fortunate communities by way of donations.

Corporate Governance Report

INTERESTED PERSON TRANSACTIONS

The Company has set out the procedures for review and approval of the Company's interested person transactions.

Disclosure according to Rule 907 of the SGX-ST Listing Manual in respect of interested person transactions for the financial year ended 30 September 2017 is stated in the table below:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under Shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under Shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
HG Construction Steel Pte. Ltd.	Sales - S$623,000	-

The Group does not have a general mandate from Shareholders for interested person transactions pursuant to Rule 920 of the SGX-ST Listing Manual. As at 30 September 2017, the aggregate value of the transactions entered into with the same interested person was less than 3% of the Group's latest audited net tangible assets.

RISK MANAGEMENT

The Board acknowledges that risks are inherent in business and views the taking of risks as a prelude to generating returns. However, the Board's policy is that risks should be managed in order to reduce the variability of returns. The Board regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as take appropriate measures to control and mitigate these risks.

The primary responsibility for identifying business risks lies with Management, who then tables and recommends processes to the Board for their deliberation and for formulating policies to deal with the risks. The Board approves the recommended processes for managing risks, which could include optimisation, hedging, reduction of exposure or limiting possible losses through controls.

MATERIAL CONTRACTS

There was no material contract of the Company and any of its subsidiary companies involving the interest of any Director or controlling shareholder subsisting at the end of the financial year ended 30 September 2017 or if not then subsisting, entered into since the previous financial year.

UTILISATION OF PROCEEDS

There have been no proceeds raised in the financial year under review and no outstanding proceeds from previous fund raising.

DEALING IN THE COMPANY'S SECURITIES

The Group's internal code pursuant to Rule 1207 (19) of the Listing Manual issued by SGX-ST is in place and there has not been any incidence of non-compliance. The Company has informed its officers not to deal in the Company's shares whilst they are in possession of unpublished material and price-sensitive information and during the period commencing two weeks before the announcement of the Company's financial results for each of the first three quarters of its financial year and one month before the announcement of the Company's full year financial statements.

The Directors and officers of the Company are advised not to deal in the Company's securities on short-term considerations.

Directors and officers are also advised to observe insider trading provisions under the Securities and Futures Act (Chapter 289) at all times even when dealing in the Company's securities within the permitted periods. Directors of the Company are required to report all dealings to the Company Secretary. The Company Secretary ensures that all disclosure announcements are released to SGX-ST within the prescribed timeline.

Contents

Directors' Statement

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of BRC Asia 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 30 September 2017.

Opinion of the directors

In the opinion of the directors,

(i) 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 30 September 2017 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

(ii) 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 report are:

Teo Ser Luck
Xu Jiguo
Zhang Xingwang
Seah Kiin Peng
Ooi Seng Soon
Tan Lee Meng

Arrangements to enable directors to acquire shares and debentures

Except as described below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects 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' 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 (the "Act"), an interest in shares of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest		Deemed interest	
Name of director	**At beginning of financial year**	**At end of financial year**	**At beginning of financial year**	**At end of financial year**
Ordinary shares of the Company				
Seah Kiin Peng	3,413,785	–	–	–

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 October 2017.

Directors' Statement

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

Share options

BRC Share Option Scheme 2011

The BRC Share Option Scheme 2011 (the "Scheme") for Executive Directors and confirmed employees of the Group was approved by shareholders of the Company at an Extraordinary General Meeting on 25 January 2011. No share options were granted in the financial years ended 30 September 2017 and 2016.

Details of all the options to subscribe for ordinary shares of the Company pursuant to the employee share option plans as at 30 September 2017 are described in Note 8 to the financial statements.

All options that were granted are valid for a period of five (5) years from the date of grant. The options granted without a discount are exercisable during the period commencing from the first anniversary of the date of grant and expiring on the fifth anniversary of the date of grant of such options. The options granted at a discount are exercisable during the period commencing from the second anniversary of the date of grant and expiring on the fifth anniversary of the date of grant of such options.

Once the options are granted, they are exercisable for an option term of five (5) years. The options may be exercised in full or in part in respect of 1,000 shares or a multiple thereof, on the payment of the exercise price. The persons to whom the options have been issued shall have no restriction on the eligibility to participate in any other share options or share incentive schemes implemented by the Company or any other company within the Group. The Group and the Company have no obligation to repurchase or settle the options in cash.

The aggregate nominal amount of shares over which options may be granted on any date, when added to the nominal shares issued and issuable in respect of all options granted under the Scheme, shall not exceed 15% of the issued share capital of the Company on the day preceding that date.

Details of the options to subscribe for ordinary shares of the Company granted to directors and participants of the Company which have exceeded 5% of the total number of options granted under the Scheme are as follows:

	Aggregate options outstanding at beginning of financial year	Options granted during financial year	Aggregate options granted since commencement of plan to end of financial year	Aggregate options exercised since commencement of plan to end of financial year	Aggregate options expired since commencement of plan to end of financial year	Aggregate options outstanding at end of financial year
Name of director						
Seah Kiin Peng	–	–	25,789,000	(25,789,000)	–	–
Name of participant						
Lee Chun Fun	300,000	–	6,400,000	(4,900,000)	–	300,000
Lau Wee Min	–	–	6,100,000	(6,100,000)	–	–

Directors' Statement

Since the commencement of the BRC Share Option Scheme 2011 till the end of the financial year:

- No options have been granted to the controlling shareholders of the Company and their associates;
- No participant, other than the directors and participants mentioned above, has received 5% or more of the total options available under the Scheme; and
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted.

Pursuant to the mandatory conditional cash offer dated 22 September 2017 by Esteel Enterprise Pte. Ltd. (the "Offeror") to acquire all issued ordinary shares in the capital of the Company, the Offeror made a proposal ("Options Proposal") to the holders of the share options to pay to them a cash amount in consideration of them agreeing not to exercise any options into new shares and not to exercise any of their rights as option holders. Subsequent to financial year ended 30 September 2017, all outstanding options to subscribe for an aggregate 5,050,600 shares have been surrendered for cancellation as the holders of all outstanding options have accepted the Options Proposal.

Audit Committee

The Audit Committee consists of three members, all of whom are non-executive or independent directors. At the end of the financial year and at the date of this report, the Audit Committee comprised the following members:

Ooi Seng Soon (Chairman)
Tan Lee Meng
Teo Ser Luck

The Audit Committee carried out its functions in accordance with section 201B(5) of the Singapore Companies Act, Chapter 50, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditors' evaluation of the adequacy of the Group's and Company's system of internal accounting controls and the assistance given by the Group's and the Company's management to the external and internal auditors;
- Reviewed the quarterly announcements and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the Board of Directors;
- Reviewed effectiveness of the Group's and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditors;
- Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the Audit Committee;
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- Reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- Reviewed the nature and extent of non-audit services provided by the external auditor;
- Recommended to the Board of Directors the external auditor to be nominated, approved the compensation of the external auditors, and reviewed the scope and results of the audit;
- Reported actions and minutes of the Audit Committee to the Board of Directors with such recommendations as the Audit Committee considered appropriate; and
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual.

Directors' Statement

The Audit Committee, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The Audit Committee has also conducted a review of interested person transactions.

The Audit Committee convened four meetings during the financial year with full attendance from all members. The Audit Committee has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the Audit Committee are disclosed in the Report on Corporate Governance.

Auditor

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

On behalf of the Board of Directors,

Xu Jiguo
Director

Seah Kiin Peng
Director

Singapore
5 January 2018

Independent Auditor’s Report

For the financial year ended 30 September 2017
Independent auditor’s report to the members of BRC Asia Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of BRC Asia Limited (the “Company”) and its subsidiaries (collectively, the “Group”), which comprise the balance sheets of the Group and the Company as at 30 September 2017, the statements of changes in equity of the Group and the Company and the 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 Financial Reporting Standards in Singapore (FRSs) 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 30 September 2017 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 (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 (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. 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.

Net realisable values of inventories

The carrying amount of the Group’s inventory of S$111.4 million as at 30 September 2017 was significant to the Group as it represented 53% of the Group’s total current assets. Significant management judgement is required in estimating the net realisable value of inventories as the net realisable value is dependent on fluctuations in market prices for steel and committed selling price and volume in outstanding book orders. As such, we determined that this is a key audit matter.

Our audit procedures included, amongst others, attending inventory counts at selected inventory locations to observe the physical conditions and quantities of the inventories on sample basis. We evaluated the appropriateness of the process, methods and assumptions used by management in estimating the net realisable value of inventories. In particular, we reviewed management’s assessment of the Group’s outstanding book orders vis-à-vis inventory on hand and committed purchases and estimated conversion costs in ascertaining the foreseeable losses of fulfilling these contracts. In addition, we checked the adequacy of the Group’s disclosure on inventories in Note 16 to the consolidated financial statements.

Independent Auditor's Report

For the financial year ended 30 September 2017
Independent auditor's report to the members of BRC Asia Limited

Impairment of property, plant and equipment

As at 30 September 2017, the Group's property, plant and equipment amounted to S$89.1 million, out of which S$13.6 million is held by its Malaysian subsidiary, BRC Prefab Holdings Sdn Bhd. The subsidiary has incurred losses during the current financial year and management had performed the impairment test with respect to the plant and machinery of S$6.5 million held by this subsidiary as at 30 September 2017. The recoverable amount of the plant and machinery is determined using fair value less costs of disposals ("FVLCD") which is complex and involves the use of significant management estimates and assumptions that are dependent on expected future market and economic conditions. As such, we determined that this is a key audit matter.

Management engaged an external valuation specialist to determine the FVLCD and the results of the impairment assessment indicated that recoverable value of the plant and machinery exceeds the carrying amount.

Our audit procedures included, amongst others, evaluating management's assessment of impairment indicators. We considered the independence, objectivity and the relevant experience of the external valuation specialist. In addition, we involved our internal valuation specialist to assist in the evaluation of the valuation methodologies and key assumptions used by the external valuation specialist such as economic useful lives and utilisation rate. We also considered the adequacy of the disclosures on property, plant and equipment in Note 11 to the consolidated financial statements.

Impairment of investment in subsidiary

As at 30 September 2017, the Company's investment in subsidiaries amounted to S$26.4 million. Based on the results of the subsidiaries, indicators of impairment was noted for BRC Prefab Holdings Sdn Bhd. Management prepared a discounted cash flow analysis to determine the recoverable amount of the subsidiary using the value in use (VIU) model. This resulted in an impairment loss of S$3.8 million being recorded by the Company.

The VIU calculation is determined based on a number of significant operational and predictive assumptions such as forecasted revenue, profit margin, terminal growth rate and discount rate. These estimates require significant management judgement. As such, we determined that this to be a key audit matter.

Our audit procedures included, amongst others, assessing the appropriateness of management's assumptions applied in the VIU calculation based on our knowledge of the subsidiary's operations, performance and industry benchmarks. Our internal valuation specialist assisted us in reviewing the discount rate and terminal growth rate used. In addition, we reviewed management's analysis of sensitivity of the recoverable amount to changes in the respective assumptions. We have also assessed the adequacy and appropriateness of the disclosures in Note 12 to the financial statements.

Other information

Management is responsible for 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.

Independent Auditor's Report

For the financial year ended 30 September 2017
Independent auditor's report to the members of BRC Asia Limited

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.

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 SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Independent Auditor's Report

For the financial year ended 30 September 2017
Independent auditor's report to the members of BRC Asia Limited

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.

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 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 Tan Peck Yen.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
5 January 2018

Consolidated Statement of Comprehensive Income

For the financial year ended 30 September 2017

	Note	2017 $'000	2016 $'000
Revenue	4	**311,626**	346,752
Cost of sales		**(291,368)**	(318,070)
Gross profit		**20,258**	28,682
Other income	5	**995**	1,022
Expenses			
Distribution expenses		**(4,815)**	(4,466)
Administrative expenses		**(6,640)**	(7,345)
Finance costs	6	**(1,539)**	(1,085)
Other operating expenses		**(4,931)**	(7,215)
Share of results of joint venture	13	**1,746**	550
Share of results of associate	14	**(1,449)**	–
Profit before tax	7	**3,625**	10,143
Income tax expense	9	**(1,152)**	(1,802)
Profit net of tax for the year		**2,473**	8,341
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Net gain on fair value changes of available-for-sale financial assets		**26**	8
Net exchange (loss)/gain on net investment in foreign operations		**(432)**	239
Foreign currency translation:			
Exchange differences on translation of foreign operations		**(191)**	(817)
Other comprehensive income for the year, net of tax		**(597)**	(570)
Total comprehensive income for the year		**1,876**	7,771
Profit for the year attributable to:			
Owners of the Company		**2,118**	8,343
Non-controlling interests		**355**	(2)
		2,473	8,341
Total comprehensive income for the year attributable to:			
Owners of the Company		**1,521**	7,775
Non-controlling interests		**355**	(4)
		1,876	7,771
Earnings per share (cents per share):			
Basic	10	**1.14**	4.47
Diluted	10	**1.14**	4.46

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

Balance Sheets

As at 30 September 2017

		Group		Company	
	Note	**2017**	**2016**	**2017**	**2016**
		$'000	$'000	$'000	$'000
Non-current assets					
Property, plant and equipment	11	**89,136**	77,679	**65,942**	68,233
Investment in subsidiaries	12	**–**	–	**26,371**	30,162
Interest in joint venture	13	**11,650**	10,162	**6,076**	6,076
Interest in associate	14	**6,714**	–	**8,807**	–
Available-for-sale financial assets	15	**1,614**	2,243	**1,614**	2,243
Loan to investee company	17	**1,500**	4,321	**1,500**	4,321
		110,614	94,405	**110,310**	111,035
Current assets					
Inventories	16	**111,433**	91,445	**103,376**	84,079
Trade and other receivables	17	**75,516**	66,007	**85,487**	62,305
Prepayments		**1,022**	4,198	**259**	1,740
Derivative financial instruments	18	**–**	543	**–**	521
Deposits		**255**	245	**235**	229
Cash and cash equivalents	19	**23,989**	11,938	**19,673**	7,657
		212,215	174,376	**209,030**	156,531
Total assets		**322,829**	268,781	**319,340**	267,566
Current liabilities					
Trade and other payables	20	**69,049**	31,896	**61,031**	30,670
Advances received	21	**443**	1,459	**161**	1,459
Loans and borrowings	22	**52,376**	39,613	**52,376**	34,399
Provisions	23	**11,667**	2,592	**11,438**	2,592
Derivative financial instruments	18	**344**	–	**344**	–
Current income tax liabilities		**2,808**	780	**2,808**	795
		136,687	76,340	**128,158**	69,915
Net current assets		**75,528**	98,036	**80,872**	86,616
Non-current liabilities					
Provisions	23	**408**	427	**408**	427
Loan and borrowings	22	**10,772**	12,135	**10,772**	12,135
Deferred tax liabilities	24	**6,785**	8,267	**6,785**	8,267
		17,965	20,829	**17,965**	20,829
Total liabilities		**154,652**	97,169	**146,123**	90,744
Net assets		**168,177**	171,612	**173,217**	176,822
Equity attributable to owners of the Company					
Share capital	25	**68,011**	68,011	**68,011**	68,011
Treasury shares	25	**(1,105)**	(1,044)	**(1,105)**	(1,044)
Other reserves	26	**(1,879)**	(1,193)	**1,436**	1,499
Retained earnings		**102,728**	105,833	**104,875**	108,356
Equity attributable to owners of the Company		**167,755**	171,607	**173,217**	176,822
Non-controlling interests		**422**	5	**–**	–
Total equity		**168,177**	171,612	**173,217**	176,822
Total equity and liabilities		**322,829**	268,781	**319,340**	267,566

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 30 September 2017

	Note	Share capital $'000	Treasury shares $'000	Other reserves $'000	Retained earnings $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
		Attributable to owners of the Company						
Group								
Balance at 1 October 2015		68,011	(689)	(625)	101,221	167,918	(56)	167,862
Profit net of tax		–	–	–	8,343	8,343	(2)	8,341
Other comprehensive income for the year	26	–	–	(568)	–	(568)	(2)	(570)
Total comprehensive income for the year		–	–	(568)	8,343	7,775	(4)	7,771
Cash dividends on ordinary shares	27	–	–	–	(3,731)	(3,731)	–	(3,731)
Purchase of treasury shares		–	(355)	–	–	(355)	–	(355)
Capital contribution from non-controlling interest		–	–	–	–	–	65	65
Total contributions by and distributions to owners		–	(355)	–	(3,731)	(4,086)	65	(4,021)
Balance at 30 September 2016 and 1 October 2016		**68,011**	**(1,044)**	**(1,193)**	**105,833**	**171,607**	**5**	**171,612**
Effect of adjustment on reclassification of available-for-sale financial assets to associate		**–**	**–**	**–**	**(840)**	**(840)**	**–**	**(840)**
Profit net of tax		**–**	**–**	**–**	**2,118**	**2,118**	**355**	**2,473**
Other comprehensive income for the year	26	**–**	**–**	**(597)**	**–**	**(597)**	**–**	**(597)**
Total comprehensive income for the year		**–**	**–**	**(597)**	**2,118**	**1,521**	**355**	**1,876**
Cash dividends on ordinary shares	27	**–**	**–**	**–**	**(4,472)**	**(4,472)**	**–**	**(4,472)**
Purchase of treasury shares		**–**	**(61)**	**–**	**–**	**(61)**	**–**	**(61)**
Capital contribution from non-controlling interest		**–**	**–**	**–**	**–**	**–**	**62**	**62**
Total contributions by and distributions to owners		**–**	**(61)**	**–**	**(4,472)**	**(4,533)**	**62**	**(4,471)**
Employee share options forfeited		**–**	**–**	**(89)**	**89**	**–**	**–**	**–**
Balance at 30 September 2017		**68,011**	**(1,105)**	**(1,879)**	**102,728**	**167,755**	**422**	**168,177**

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

Statements of Changes in Equity

As at 30 September 2017

	Note	Share capital $'000	Treasury shares $'000	Other reserves $'000	Retained earnings $'000	Total equity $'000
Company						
Balance at 30 September 2015		68,011	(689)	1,491	103,060	171,873
Profit net of tax		–	–	–	9,027	9,027
Other comprehensive income for the year	26	–	–	8	–	8
Total comprehensive income for the year		–	–	8	9,027	9,035
Cash dividends on ordinary shares	27	–	–	–	(3,731)	(3,731)
Purchase of treasury shares		–	(355)	–	–	(355)
Total contributions by and distributions to owners		–	(355)	–	(3,731)	(4,086)
Balance at 30 September 2016 and 1 October 2016		**68,011**	**(1,044)**	**1,499**	**108,356**	**176,822**
Profit net of tax		**–**	**–**	**–**	**902**	**902**
Other comprehensive income for the year	26	**–**	**–**	**26**	**–**	**26**
Total comprehensive income for the year		**–**	**–**	**26**	**902**	**928**
Cash dividends on ordinary shares	27	**–**	**–**	**–**	**(4,472)**	**(4,472)**
Purchase of treasury shares		**–**	**(61)**	**–**	**–**	**(61)**
Total contributions by and distributions to owners		**–**	**(61)**	**–**	**(4,472)**	**(4,533)**
Employee share options forfeited		**–**	**–**	**(89)**	**89**	**–**
Balance at 30 September 2017		**68,011**	**(1,105)**	**1,436**	**104,875**	**173,217**

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

Consolidated Cash Flow Statement

For the financial year ended 30 September 2017

	Note	2017 $'000	2016 $'000
Operating activities			
Profit before tax		**3,625**	10,143
Adjustments for:			
Reversal of inventory obsolescence	16	**(1,255)**	(35)
Depreciation of property, plant and equipment	11	**7,646**	6,593
Write-off of property, plant and equipment	7	**4**	29
(Gain)/loss on disposal of property, plant and equipment	7	**(2)**	56
Allowance for impairment of trade receivables	17	**16**	229
Bad debts recovered	17	**(34)**	(102)
Provision for /(reversal of) onerous contracts	7	**9,075**	(545)
Provision for retirement benefits	8	**15**	18
Interest expense	6	**1,539**	1,085
Interest income	5	**(621)**	(63)
Dividend income from investments in available-for-sale financial assets	5	**(5)**	(2)
Fair value changes on derivatives		**887**	(543)
Share of results of joint venture	13	**(1,746)**	(550)
Share of results of associate	14	**1,449**	–
Unrealised exchange differences		**(279)**	125
Operating cash flow before working capital changes		**20,314**	16,438
Changes in working capital			
Trade and other receivables		**(9,491)**	3,416
Inventories		**(18,733)**	981
Prepayments and deposits		**3,166**	1,555
Trade and other payables		**36,137**	(6,243)
Cash flows generated from operations		**31,393**	16,147
Income taxes paid		**(606)**	(2,563)
Retirement benefits paid	23	**(34)**	(80)
Net cash flows generated from operating activities		**30,753**	13,504
Investing activities			
Proceeds from disposal of property, plant and equipment		**80**	71
Purchases of property, plant and equipment	11	**(19,318)**	(11,749)
Additions to available-for-sale financial assets		**(1,500)**	(283)
Loan to an associate		**(1,500)**	–
Loan to investee company		**(2,459)**	(2,300)
Capital contribution from non-controlling interest of a subsidiary		**62**	65
Interest received		**621**	63
Dividend income from interest in joint venture	13	**120**	–
Dividend income from investments in available-for-sale financial assets		**5**	2
Net cash flows used in investing activities		**(23,889)**	(14,131)

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

Consolidated Cash Flow Statement

As at 30 September 2017

	Note	2017 $'000	2016 $'000
Financing activities			
Repayment of finance lease		**(2,693)**	(10,920)
Purchase of treasury shares	25	**(61)**	(355)
Proceeds from bills payable, net		**13,956**	14,732
Interest paid		**(1,539)**	(1,085)
Dividends paid on ordinary shares	27	**(4,472)**	(3,731)
Net cash flows generated from/(used in) financing activities		**5,191**	(1,359)
Net increase/(decrease) in cash and cash equivalents		**12,055**	(1,986)
Cash and cash equivalents at beginning of year		**11,938**	13,940
Effects of exchange rate changes on cash and cash equivalents		**(4)**	(16)
Cash and cash equivalents at end of year	19	**23,989**	11,938

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 30 September 2017

1. Corporate information

BRC Asia Limited (the "Company") is a public limited liability company incorporated in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and principal place of business of the Company is at 350 Jalan Boon Lay, Jurong Industrial Estate, Singapore 619530.

The principal activities of the Company are the prefabrication of steel reinforcement for use in concrete, trading of steel reinforcing bars, and manufacturing and sale of wire mesh fences. The principal activities of the subsidiaries are disclosed in Note 12 to the financial statements.

On 22 September 2017, Esteel Enterprise Pte. Ltd. ("Esteel") made a mandatory general offer to acquire all the issued ordinary shares in the capital of the Company other than those already owned by Esteel and parties acting in concert with Esteel. With the completion of the transaction on 30 October 2017 and the subsequent disposal of shares to meet SGX-ST's listing requirements, Esteel became the immediate holding company. Esteel is incorporated and domiciled in Singapore. The ultimate holding company is Advance Venture Investments Limited ("AVIL"). AVIL is incorporated and domiciled in the British Virgin Islands.

There have been no significant changes in the nature of these activities during the year.

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 Singapore Financial Reporting Standards ("FRS").

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

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

The Accounting Standards Council announced on 29 May 2014 that Singapore incorporated companies listed on the Singapore Exchange will apply a new financial reporting framework identical to the International Financial Reporting Standards. The Group will adopt the new financial reporting framework on 1 October 2018.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 October 2016. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

Notes to the Financial Statements

For the financial year ended 30 September 2017

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 FRS 7 Disclosure Initiative	1 January 2017
Amendments to FRS 12 *Recognition of Deferred Tax Assets for Unrealised Losses*	1 January 2017
FRS 109 *Financial Instruments*	1 January 2018
FRS 115 *Revenue from Contracts with Customers*	1 January 2018
Amendments to FRS 115 *Clarifications to FRS 115 Revenue from Contracts with Customers*	1 January 2018
Improvements to FRSs (December 2016)	
(a) Amendments to FRS 28 *Investments in Associate and Joint Venture*	1 January 2018
(b) INT FRS 122 *Foreign Currency Transactions and Advance Consideration*	1 January 2018
FRS 116 *Leases*	1 January 2019
Amendments to FRS 28: Long-term interests in Associates and Joint Ventures	1 January 2019
Amendments to FRS 110 & FRS 28: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined

Except for FRS 109, FRS 115 and FRS 116, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 109, FRS 115 and FRS 116 are described below.

<u>FRS 115 *Revenue from Contracts with Customers*</u>

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in FRS 115 provide a more structured approach to measuring and recognising revenue when the promised goods and services are transferred to the customer i.e. when performance obligations are satisfied.

Key issues for the Group include identifying performance obligations, measuring progress toward satisfaction of a performance obligation, recognising contract cost assets and addressing disclosure requirements.

Either a full or modified retrospective application is required for annual periods beginning on or after 1 January 2018 with early adoption permitted. The Group is currently assessing the impact of FRS 115 and plans to adopt the new standard on the required effective date.

<u>FRS 109 *Financial Instruments*</u>

FRS 109 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model. Adopting the expected credit losses requirements will require the Group to make changes to its current systems and processes.

FRS 109 is effective for annual periods beginning on or after 1 January 2018 with early application permitted. Retrospective application is required, but comparative information is not compulsory. The Group is currently assessing the impact of FRS 109 and plans to adopt the standard on the required effective date.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.3 Standards issued but not yet effective (cont'd)

FRS 116 *Leases*

FRS 116 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemption for lessees – leases of 'low value' assets and short-term leases. The new standard is effective for annual periods beginning on or after 1 January 2019.

The Group is currently assessing the impact of the new standard and plans to adopt the new standard on the required effective date. The Group expects the adoption of the new standard will result in increase in total assets and total liabilities, EBITDA and gearing ratio.

2.4 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's. 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.

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 control 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.

2.5 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 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.6 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 closing 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 balance sheet date are recognised in the profit or loss except for 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 on disposal of the foreign operation.

(b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into Singapore Dollars at the rate of exchange ruling at the end of reporting period and the profit or loss are translated at the weighted average exchange rates for the financial year. 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.

2.7 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, all property, plant and equipment except for freehold land and a leasehold building are measured at cost less accumulated depreciation and accumulated impairment losses. The leasehold building was initially stated at cost and subsequently measured at fair value less accumulated depreciation and impairment losses recognised after the date of the revaluation.

The valuation of the leasehold building was carried out in 1993 based on the appraisals received from an independent firm of professional valuers and the revaluation surplus was taken to asset revaluation reserve. The Group does not have a policy of periodically revaluing its leasehold buildings as allowed under FRS 16 for one-off revaluation performed between 1 January 1984 and 31 December 1996.

Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the asset revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Freehold land has an unlimited useful life and therefore is not depreciated.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.7 Property, plant and equipment (cont'd)

Depreciation is computed on a straight line basis over the estimated useful life of the asset as follows:

Leasehold buildings	–	Over the lease term of between 11 to 36 years
Plant and machinery	–	4 to 15 years
Motor vehicles	–	7 years
Furniture and equipment	–	3 to 5 years
Formwork	–	10 years

Assets under construction are not depreciated as these assets are not yet available for 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 value, 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 de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is de-recognised.

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any 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, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

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 unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

2.9 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.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.10 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.

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 interest in joint venture is set out in Note 2.11.

2.11 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 account for its interest 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 interest, 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 interest is acquired.

Under the equity method, the interest in associate or joint venture is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate or joint venture. The profit or loss reflects the share of results of the operations of the associate or joint venture. Distributions received from associate or joint venture 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.

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 interest in associate or joint venture. The Group determines at each balance sheet date 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 is prepared as at the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.12 Financial instruments

(a) ***Financial assets***

Initial recognition and measurement

Financial assets 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 assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

(i) *Loans and receivables*

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are de-recognised or impaired, and through the amortisation process.

(ii) *Available-for-sale financial assets*

Available-for-sale financial assets include equity and debt securities. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

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

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Group.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial assets are recognised in profit or loss.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition 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 had been recognised in other comprehensive income is recognised in profit or loss.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.12 Financial instruments (cont'd)

(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 de-recognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability and the difference in the respective carrying amounts is recognised in profit or loss.

2.13 Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

(a) *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for individually assessed financial assets, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial assets is reduced directly or if an amount was charged to the allowance account, the amount charged to the allowance account is written off against the carrying value of the financial asset.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.13 Impairment of financial assets (cont'd)

(a) *Financial assets carried at amortised cost (cont'd)*

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

(b) *Available-for-sale financial assets*

In the case of equity investments classified as available-for-sale, objective evidence of impairment include: (i) significant financial difficulty of the issuer or obligor; (ii) information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in equity instrument may not be recovered; and (iii) a significant or prolonged decline in the fair value of the investment below its costs.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increases can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed in profit or loss.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

2.15 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 as follows:

- Raw materials: purchase costs on a weighted average basis.

- Finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

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.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.16 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 resources embodying economic benefits 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.

2.17 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 cost that an entity incurs in connection with the borrowing of funds.

2.18 Convertible bonds

Convertible bonds are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption in accordance with the accounting policy set out in Note 2.12(b).

The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

No conversion option (equity component) was recognised by the Group and Company as the difference in the fair value of the liability component and the proceeds from the bonds was not significant.

2.19 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Government grant shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as "Other income".

2.20 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 Company makes contributions to the Central Provident Fund in Singapore, a defined contribution pension scheme. Similar defined contributions are made in accordance to other schemes in the jurisdiction that the Group operates in. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.20 Employee benefits (cont'd)

(b) *Retirement benefits*

Retirement benefits are granted to employees who commenced employment with the Company prior to 1 January 1983. The retirement benefits are calculated based on one (1) week's pay for each full year of service at the employee's last-drawn salary at date of retirement.

Defined benefit plans are post-employment benefit plans other than defined contribution plans. Defined benefit plans typically define the amount of benefit that an employee will receive on or after retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of a defined benefit plan is the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is calculated annually. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields of high quality government bonds that are denominated in the currency in which the benefits will be paid; and it has tenures approximating that of the related benefit obligations.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in profit or loss. Past service costs are recognised when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognised as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses are recognised immediately in other comprehensive income in the period in which they arise. Remeasurements are recognised in retained earnings within equity and are not reclassified to profit or loss in subsequent periods.

(c) *Employee share option scheme*

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 employees is measured by reference to the fair value of the options at the date on which the options are granted which takes into account market conditions and non-vesting conditions. This cost is recognised in profit or loss, with a corresponding increase in the employee 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 and is recognised in employee benefits expense.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market condition or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. In the case where the option does not vest as the result of a failure to meet a non-vesting condition that is within the control of the Group or the employee, it is accounted for as a cancellation. In such case, the amount of the compensation cost that otherwise would be recognised over the remainder of the vesting period is recognised immediately in profit or loss upon cancellation. The employee share option reserve is transferred to retained earnings upon expiry of the share option.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.20 Employee benefits (cont'd)

(d) *Employee leave entitlements*

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period. The net total of service costs, net interest on the liability and remeasurement of the liability are recognised in profit or loss.

2.21 Leases

As lessee

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.

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 2.22(b).

2.22 Revenue

Revenue is recognised to the extent that it 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 goods*

Revenue from sale of goods is recognised upon the transfer of significant risks and rewards of ownership of the goods to customer, usually on delivery of goods. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(b) *Rental income*

Rental income arising from operating leases 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.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.22 Revenue (cont'd)

(c) *Dividend income*

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

(d) *Interest income*

Interest income is recognised using the effective interest method.

2.23 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 at 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 taxable 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 accounting profit nor taxable profit or loss; and

– In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures and associates, 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 accounting profit nor taxable profit or loss; and

– In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures and associates, 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 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.23 Taxes (cont'd)

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

The carrying amount of deferred tax assets 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 in 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.

(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.

2.24 Segment reporting

For management purposes, the Group is organised into operating segments based on their products 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 30, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.25 Share capital and share issuance 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.

2.26 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

Notes to the Financial Statements

For the financial year ended 30 September 2017

2. Summary of significant accounting policies (cont'd)

2.27 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 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 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.

3. Significant accounting judgements and estimates

The preparation of the Group's 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 reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the financial statements:

(a) *Impairment of property, plant and equipment*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, 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.

As at 30 September 2017, the Group's property, plant and equipment amounted to $89,136,000, out of which $13,600,000 is held by its Malaysian subsidiary, BRC Prefab Holdings Sdn Bhd. The subsidiary has incurred losses during the current financial year and management had performed the impairment test with respect to the plant and machinery of $6,500,000 held by this subsidiary as at 30 September 2017. The recoverable amount of the plant and machinery is determined using the replacement cost approach to obtain the fair value less costs of disposals ("FVLCD"). As the recoverable value of the plant and machinery exceeded the carrying amount, no impairment loss has been recognised as at 30 September 2017.

Notes to the Financial Statements

For the financial year ended 30 September 2017

3. Significant accounting judgements and estimates (cont'd)

3.1 Judgements made in applying accounting policies (cont'd)

(b) *Impairment of investment in subsidiary*

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company 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.

As at 30 September 2017, based on the results of the subsidiaries, indicators of impairment was noted for BRC Prefab Holdings Sdn Bhd. Management prepared a discounted cash flow analysis to determine the recoverable amount of the subsidiary using the value in use (VIU) model, based on assumptions such as forecasted revenue, profit margin, terminal growth rate and discount rate. Correspondingly, the Company recorded an impairment loss of $3,800,000 (2016: Nil) on its cost of investment in the subsidiary.

3.2 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.

(a) *Net realisable value of inventories*

Management performs an assessment of the condition of its inventories at each balance sheet date, and makes allowance for obsolete items identified that are no longer suitable for use in their existing condition. Management estimates the net realisable value for such inventories taking into consideration current scrap prices and market conditions. As at 30 September 2017, both the Group and the Company recorded impairment allowance for inventory obsolescence of $210,000 (2016: $1,465,000). The reversal of allowance for the financial year recorded by the Group and Company amounted to $1,255,000 (2016: $35,000).

(b) *Provision for onerous contracts*

Provision for onerous contracts is recorded in respect of outstanding order books vis-à-vis inventory on hand and committed purchases whereby the costs to meet the obligations are expected to exceed the economic benefits to be received. Management assessed and estimated the costs required to fulfil its contractual obligation based on the value of inventory on hand, plus estimated costs of inventory purchases and conversion costs required.

The carrying amount of the Group's provision for onerous contracts as at 30 September 2017 was $11,667,000 (2016: $2,592,000).

Notes to the Financial Statements

For the financial year ended 30 September 2017

4. Revenue

	Group	
	2017	**2016**
	$'000	$'000
Sale of goods	**310,148**	346,752
Rental of construction equipment	**1,478**	–
	311,626	346,752

5. Other income

	Group	
	2017	**2016**
	$'000	$'000
Interest income-loans and receivables	**621**	63
Dividend income from available-for-sale financial assets	**5**	2
Government grant	**233**	353
Gain from fair value changes on derivatives	**–**	543
Gain on disposal of property, plant and equipment	**2**	–
Sundry income	**134**	61
	995	1,022

Government grant income relates mainly to Special Employment Credit ("SEC") grants, Wage Credit Scheme ("WCS") and Temporary Employment Credit ("TEC"). The SEC is given to employers employing Singaporean employees aged above 50 and earning up to $4,000 a month. The SEC will run for five years and applies to eligible employees who are on payroll anytime from January 2012 to December 2016.

Under the WCS, the government will co-fund 40% of wage increases given to Singapore Citizen employees earning a gross monthly wage of $4,000 and below in 2013 – 2015. To give firms more time to adjust to rising wages in the tight labour market, the government has extended the WCS for two more years, i.e. 2016 and 2017, with reduced level of co-funding. Over the period of 2016 to 2017, the government will co-fund 20% (instead of 40%) of wage increases given to Singaporean employees earning a gross monthly wage of $4,000 and below.

The TEC was announced as a Budget 2014 initiative to help employers adjust to the 1 percentage point increase in Medisave contribution rates which took effect in January 2015. With the TEC, the Company will receive a one-year offset of 0.5% of wages for Singaporean and Singapore Permanent Resident (PR) employees in 2015. The TEC is further enhanced and extended to help companies adjust to the cost increases associated with 1% increase in employer CPF contribution rates for older workers and increase in the CPF salary ceiling in January 2016.

Notes to the Financial Statements

For the financial year ended 30 September 2017

6. Finance costs

	Group	
	2017	**2016**
	$'000	$'000
Interest expense		
- bills payable to banks	**927**	407
- finance lease	**112**	176
- convertible bond	**500**	501
- others	**–**	1
	1,539	1,085

7. Profit before tax

Profit before tax is arrived at after charging/(crediting) items in Notes 5 and 6 and the following:

	Group	
	2017	**2016**
	$'000	$'000
Audit fees paid/payable to		
- auditors of the company	**190**	183
- other auditors	**10**	7
Non-audit fees paid/payable to		
- auditors of the company	**12**	–
- other auditors	**20**	32
Depreciation of property, plant and equipment (Note 11)	**7,646**	6,593
Employee compensation (Note 8)	**15,159**	17,470
Operating lease expense	**5,534**	5,527
Allowance for impairment of trade receivables, net (Note 17)	**(18)**	127
Write-off of property, plant and equipment	**4**	29
Provision for/(reversal of) onerous contracts (Note 23)	**9,075**	(545)
Utilities	**2,480**	2,671
Repair and maintenance	**5,041**	7,321
Foreign exchange loss, net	**1,038**	4,352
Reversal of inventory obsolescence (Note 16)	**(1,255)**	(35)
Transportation expenses	**6,768**	8,795
Legal and other professional fees	**580**	526
(Gain)/loss on disposal of property, plant and equipment	**(2)**	56
Inventories recognised as an expense in cost of sales (Note 16)	**257,412**	272,477
Loss/(gain) from fair value changes on derivatives, net	**887**	(543)

Notes to the Financial Statements

For the financial year ended 30 September 2017

8. Employee compensation

	Group 2017 $'000	Group 2016 $'000
Wages and salaries	**14,126**	16,352
Employer's contribution to Central Provident Fund	**1,018**	1,100
Retirement benefits (Note 23)	**15**	18
	15,159	17,470

Employee share option scheme

Under the BRC Share Option Scheme 2011 (the "Scheme"), share options were granted on 15 March 2011, 6 March 2012, and 28 March 2013 respectively to all eligible employees except for controlling shareholders or associates of such controlling shareholders [as defined in the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST")]. The terms of the Scheme are stated in the Directors' Report.

Movement in the number of unissued ordinary shares under option and their exercise prices is as follows:

Group and Company	Number of ordinary shares under option At beginning of financial year '000	Granted during financial year '000	Forfeited during financial year '000	At end of financial year '000	Exercise price	Exercise period
2017						
2013 Options – discounted	**1,240**	**–**	**(176)**	**1,064**	**$0.81**	**28.3.2015 – 27.3.2018**
2013 Options – undiscounted	**4,307**	**–**	**(320)**	**3,987**	**$0.90**	**28.3.2014 – 27.3.2018**
	5,547	**–**	**(496)**	**5,051**		
2016						
2013 Options – discounted	1,240	–	–	1,240	$0.81	28.3.2015 – 27.3.2018
2013 Options – undiscounted	4,307	–	–	4,307	$0.90	28.3.2014 – 27.3.2018
	5,547	–	–	5,547		

Notes to the Financial Statements

For the financial year ended 30 September 2017

8. Employee compensation (cont'd)

Employee share option scheme

- The number of options outstanding and exercisable as at 30 September 2017 was 5,051,000 (2016: 5,547,000).
- The weighted average exercise price for options exercised during the financial year is $Nil (2016: $Nil).
- The weighted average exercise price for options outstanding at the end of the reporting period is $0.88 (2016: $0.88).
- The weighted average remaining contractual life for these options is 0.49 (2016: 1.49) years.

No share options were granted in the current and previous financial years.

Pursuant to the mandatory conditional cash offer dated 22 September 2017 by Esteel Enterprise Pte. Ltd. (the "Offeror") to acquire all issued ordinary shares in the capital of the Company, the Offeror made a proposal ("Options Proposal") to the holders of the share options to pay to them a cash amount in consideration of them agreeing not to exercise any options into new shares and not to exercise any of their rights as option holders. Subsequent to financial year ended 30 September 2017, all outstanding options have been surrendered for cancellation as the holders of all outstanding options have accepted the Options Proposal.

9. Income tax expense

Major components of income tax expense

The major components of income tax expense for the years ended 30 September 2017 and 2016 are:

	Group	
	2017	**2016**
	$'000	$'000
Current income tax		
- Current financial year	**2,628**	940
- Under/(over) provision in respect of previous financial years	**6**	(57)
	2,634	883
Deferred income tax		
- Current financial year arising from origination and reversal of temporary differences	**(1,511)**	634
- Under provision in respect of previous financial years	**29**	285
	(1,482)	919
Income tax expense recognised in profit or loss	**1,152**	1,802

Notes to the Financial Statements

For the financial year ended 30 September 2017

9. Income tax expense (cont'd)

Relationship between tax expense and profit before tax

A reconciliation between the tax expense and the product of profit before tax multiplied by the applicable corporate tax rate for the years ended 30 September 2017 and 2016 is as follows:

	Group	
	2017	**2016**
	$'000	$'000
Profit before tax	**3,625**	10,143
Tax calculated at domestic rates applicable to profits in the countries where the Group operates	**(515)**	1,521
Adjustments:		
Income not subject to taxation	**(318)**	(231)
Expenses not deductible for tax purposes	**1,168**	182
Effect of partial tax exemption and tax relief	**(126)**	(57)
Effects of deferred tax not recognised	**896**	546
Effects of enhanced capital allowances and investment allowances	**–**	(387)
Under provision in respect of previous financial years	**35**	228
Others	**12**	–
Income tax expense recognised in profit or loss	**1,152**	1,802

As at 30 September 2017, a subsidiary of the Group has unutilised tax losses and unabsorbed capital allowances amounting to $2,900,000 (2016: $1,328,000) and $6,203,000 (2016: $4,257,000) 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. These losses and capital allowances have no expiry date.

Tax consequences of proposed dividends

There are no income tax consequences attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements as at 30 September 2016.

10. Earnings per share

(a) *Basic earnings per share*

Basic earnings per share is calculated by dividing profit net of tax for the financial year attributable to owners of the Company by the weighted average number of ordinary shares (excluding treasury shares) outstanding during the financial year.

The earnings per share is calculated as follows:

	Group	
	2017	**2016**
	$'000	$'000
Profit for the year attributable to owners of the Company	**2,118**	8,343

Notes to the Financial Statements

For the financial year ended 30 September 2017

10. Earnings per share (cont'd)

(a) *Basic earnings per share (cont'd)*

	Group	
	2017 **No. of shares** '000	**2016** **No. of shares** '000
Weighted average number of ordinary shares (excluding treasury shares) outstanding for basic earnings per share computation	**186,356**	186,572
Basic earnings per share (cents)	**1.14**	4.47

(b) *Diluted earnings per share*

Diluted earnings per share is calculated by dividing profit net of tax for the financial year attributable to owners of the parent by the weighted average number of ordinary shares (excluding treasury 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.

	Group	
	2017 $'000	**2016** $'000
Profit for the year attributable to owners of the Company	**2,118**	8,343
Add: Interest on 5% convertible bonds, net of tax	**–**	416
Profit for the year attributable to owners of the Company, including assumed conversions	**2,118**	8,759
	No. of shares '000	**No. of shares** '000
Weighted average number of ordinary shares (excluding treasury shares) outstanding for basic earnings per share computation	**186,356**	186,572
Effects of assumed conversion of convertible bonds	**–**	10,000
Weighted average number of ordinary shares (excluding treasury shares) outstanding for diluted earnings per share computation	**186,356**	196,572
Diluted earnings per share (cents)	**1.14**	4.46

5,051,000 (2016: 5,547,000) share options granted to employees in 2013 under the BRC Share Option Scheme 2011 and 10,000,000 convertible bonds outstanding as at 30 September 2017 have not been included in the calculation of diluted earnings per share because they are anti-dilutive.

Notes to the Financial Statements

For the financial year ended 30 September 2017

11. Property, plant and equipment

	Leasehold buildings $'000	Freehold land $'000	Plant and machinery $'000	Motor vehicles $'000	Furniture and equipment $'000	Construction in progress $'000	Formwork $'000	Total $'000
Group								
Cost or valuation								
At 1 October 2015	26,834	2,170	96,344	1,241	5,896	820	–	133,305
Represented by:								
Cost	20,534	2,170	96,344	1,241	5,896	820	–	127,005
Valuation	6,300	–	–	–	–	–	–	6,300
Additions	–	–	1,374	–	97	11,306	–	12,777
Reclassification	3,769	–	7,547	518	267	(12,101)	–	–
Disposal	–	–	(581)	–	(42)	–	–	(623)
Written-off	–	–	(85)	–	(44)	–	–	(129)
Exchange differences	103	47	112	–	13	–	–	275
At 30 September 2016 and 1 October 2016	**30,706**	**2,217**	**104,711**	**1,759**	**6,187**	**25**	**–**	**145,605**
Represented by:								
Cost	**24,406**	**2,217**	**104,711**	**1,759**	**6,187**	**25**	**–**	**139,305**
Valuation	**6,300**	**–**	**–**	**–**	**–**	**–**	**–**	**6,300**
Additions	**197**	**–**	**3,506**	**–**	**174**	**5,545**	**10,033**	**19,455**
Reclassification	**140**	**–**	**3,624**	**205**	**66**	**(4,035)**	**–**	**–**
Disposal	**–**	**–**	**(1,530)**	**–**	**(11)**	**–**	**–**	**(1,541)**
Written-off	**–**	**–**	**(6)**	**–**	**(260)**	**–**	**–**	**(266)**
Exchange differences	**(123)**	**(56)**	**(140)**	**–**	**(17)**	**–**	**–**	**(336)**
At 30 September 2017	**30,920**	**2,161**	**110,165**	**1,964**	**6,139**	**1,535**	**10,033**	**162,917**
Represented by:								
Cost	**24,620**	**2,161**	**110,165**	**1,964**	**6,139**	**1,535**	**10,033**	**156,617**
Valuation	**6,300**	**–**	**–**	**–**	**–**	**–**	**–**	**6,300**

Notes to the Financial Statements

For the financial year ended 30 September 2017

11. Property, plant and equipment (cont'd)

	Leasehold buildings $'000	Freehold land $'000	Plant and machinery $'000	Motor vehicles $'000	Furniture and equipment $'000	Construction in progress $'000	Formwork $'000	Total $'000
Accumulated depreciation								
At 1 October 2015	12,167	–	44,430	682	4,631	–	–	61,910
Disposal	–	–	(454)	–	(42)	–	–	(496)
Written-off	–	–	(68)	–	(32)	–	–	(100)
Exchange differences	5	–	11	–	3	–	–	19
Depreciation charge	930	–	4,802	149	712	–	–	6,593
At 30 September 2016 and 1 October 2016	**13,102**	**–**	**48,721**	**831**	**5,272**	**–**	**–**	**67,926**
Disposal	**–**	**–**	**(1,452)**	**–**	**(11)**	**–**	**–**	**(1,463)**
Written-off	**–**	**–**	**(3)**	**–**	**(259)**	**–**	**–**	**(262)**
Exchange differences	**(14)**	**–**	**(41)**	**–**	**(11)**	**–**	**–**	**(66)**
Depreciation charge	**1,073**	**–**	**5,348**	**220**	**529**	**–**	**476**	**7,646**
At 30 September 2017	**14,161**	**–**	**52,573**	**1,051**	**5,520**	**–**	**476**	**73,781**
Net book value								
At 30 September 2016	**17,604**	**2,217**	**55,990**	**928**	**915**	**25**	**–**	**77,679**
At 30 September 2017	**16,759**	**2,161**	**57,592**	**913**	**619**	**1,535**	**9,557**	**89,136**

Notes to the Financial Statements

For the financial year ended 30 September 2017

11. Property, plant and equipment (cont'd)

	Leasehold buildings $'000	Plant and machinery $'000	Motor vehicles $'000	Furniture and equipment $'000	Construction in progress $'000	Total $'000
Company						
Cost or valuation						
At 1 October 2015	22,173	77,860	1,241	5,261	692	107,227
Represented by:						
Cost	15,873	77,860	1,241	5,261	692	100,927
Valuation	6,300	–	–	–	–	6,300
Additions	–	1,225	–	–	11,306	12,531
Reclassification	3,769	7,438	518	267	(11,992)	–
Disposal	–	(577)	–	(42)	–	(619)
Written-off	–	(85)	–	(44)	–	(129)
At 30 September 2016 and 1 October 2016	**25,942**	**85,861**	**1,759**	**5,442**	**6**	**119,010**
Represented by:						
Cost	**19,642**	**85,861**	**1,759**	**5,442**	**6**	**112,710**
Valuation	**6,300**	**–**	**–**	**–**	**–**	**6,300**
Additions	**197**	**74**	**–**	**–**	**4,029**	**4,300**
Reclassification	**140**	**3,624**	**205**	**66**	**(4,035)**	**–**
Disposal	**–**	**(105)**	**–**	**(11)**	**–**	**(116)**
Written-off	**–**	**(6)**	**–**	**(260)**	**–**	**(266)**
At 30 September 2017	**26,279**	**89,448**	**1,964**	**5,237**	**–**	**122,928**
Represented by:						
Cost	**19,979**	**89,448**	**1,964**	**5,237**	**–**	**116,628**
Valuation	**6,300**	**–**	**–**	**–**	**–**	**6,300**
Accumulated depreciation						
At 1 October 2015	11,841	28,610	682	4,351	–	45,484
Disposal	–	(454)	–	(42)	–	(496)
Written-off	–	(68)	–	(32)	–	(100)
Depreciation charge	737	4,471	149	532	–	5,889
At 30 September 2016 and 1 October 2016	**12,578**	**32,559**	**831**	**4,809**	**–**	**50,777**
Disposal	**–**	**(15)**	**–**	**(11)**	**–**	**(26)**
Written-off	**–**	**(3)**	**–**	**(259)**	**–**	**(262)**
Depreciation charge	**887**	**5,021**	**220**	**369**	**–**	**6,497**
At 30 September 2017	**13,465**	**37,562**	**1,051**	**4,908**	**–**	**56,986**
Net book value						
At 30 September 2016	**13,364**	**53,302**	**928**	**633**	**6**	**68,233**
At 30 September 2017	**12,814**	**51,886**	**913**	**329**	**–**	**65,942**

Notes to the Financial Statements

For the financial year ended 30 September 2017

11. Property, plant and equipment (cont'd)

Assets under construction

The Group's and Company's assets under construction as at 30 September 2017 and 30 September 2016 mainly relate to expenditure for plant and machinery in the course of construction.

Revaluation of leasehold building

Included in leasehold buildings is a building which was revalued based on appraisals received from an independent firm of professional valuers in 1993. The valuation was based on the open market value of the leasehold building. The revaluation surplus was taken to asset revaluation reserve.

The Group does not have a policy of periodic revaluation of property leasehold buildings (as allowed under FRS16 for one-off revaluation performed on property, plant and equipment between 1 January 1984 and 31 December 1996).

If the leasehold building stated at valuation had been included in the financial statements at cost less accumulated depreciation, the net book value would have been Nil (2016: Nil).

Assets held under finance leases

During the financial year, the Group acquired plant and machinery with an aggregate cost of $137,000 (2016: $1,028,000) by means of finance leases.

The carrying amount of plant and machinery held under finance leases at the end of the reporting period were $8,327,000 (2016: $9,067,000).

The leased assets are pledged as security for the related finance lease liabilities.

12. Investment in subsidiaries

	Company	
	2017	**2016**
	$'000	$'000
Shares, at cost:		
Balance as at beginning of the year	**18,160**	11,505
Additional investment in subsidiaries	**66**	6,655
Impairment losses	**(3,857)**	–
At the end of the financial year	**14,369**	18,160
Intercompany indebtedness:		
Non-trade amount due from a subsidiary	**12,002**	12,002
Total investment in subsidiaries	**26,371**	30,162

In 2016, the Company acquired 204,000 ordinary share of RM1.00 of Nuformsystem (M) Sdn Bhd ("NMSB") which represented 51% of issued and paid-up share capital of NMSB. During the year, the Company subscribed for additional 204,000 ordinary shares in NMSB for a consideration of RM204,000.

In 2016, the Company subscribed for 20,000,000 new ordinary shares in BRC Prefab Holdings Sdn. Bhd. ("BPHSB") for a consideration of $6,857,000 via capitalisation of RM20,000,000 of its non-trade receivable balances due from BPHSB.

Notes to the Financial Statements

For the financial year ended 30 September 2017

12. Investment in subsidiaries (cont'd)

Intercompany indebtedness

The amounts owing by a subsidiary included as part of the Company's net investment in the subsidiary are unsecured, bear interest at 1.58% to 1.69% per annum (2016: 1.62% to 2.14%), have no fixed repayment terms and are repayable only when the cash flows of the subsidiary permit.

a. Composition of the Group

Details of the subsidiaries are as follows:

	Name of subsidiary	Principal activities	Country of incorporation/ business	Proportion (%) of ownership interest 2017	2016
	Held by the Company				
^	BRC Prefab Sdn. Bhd.	Inactive	Malaysia	**70**	70
@	BRC Prefab Holdings Sdn. Bhd.	Prefabrication, manufacturing and sale, and trading of steel products	Malaysia	**100**	100
*	Eva Investments Pte Ltd	Dormant	Singapore	**100**	100
**	Nuformsystem (M) Sdn. Bhd.	Renting of construction equipment	Malaysia	**51**	51

^ Audited by Roger Yue, Tan & Associates.
@ Audited by a member firm of Ernst & Young Global.
* Not required to be audited.
** Audited by ASQ PLT.

b. Interest in subsidiaries with material non-controlling interest (NCI)

The Group has the following subsidiary that has NCI that is material to the Group:

Name of Subsidiary	Principal place of business	Proportion of ownership interest held by non-controlling interest	Profit/(loss) allocated to NCI during the reporting period $'000	Accumulated NCI at the end of reporting period $'000
30 September 2017				
Nuformsystem (M) Sdn. Bhd.	Malaysia	49%	294	420
30 September 2016				
Nuformsystem (M) Sdn. Bhd.	Malaysia	49%	-	65

Notes to the Financial Statements

For the financial year ended 30 September 2017

12. Investment in subsidiaries (cont'd)

c. Summarised financial information about subsidiaries with material NCI

Summarised financial information including consolidation adjustments but before intercompany eliminations of the subsidiary is as follows:

Summarised balance sheet

	2017 $'000	2016 $'000
Current		
Assets	**3,113**	132
Liabilities	**(11,861)**	–
Net current (liabilities)/assets	**(8,748)**	132
Non-current		
Assets	**9,605**	–
Net assets	**857**	132

Summarised statement of comprehensive income

	2017 $'000	2016 $'000
Revenue	**1,478**	–
Profit before tax	**601**	–
Income tax expense	**–**	–
Other comprehensive income	**(1)**	(1)
Total comprehensive income	**600**	(1)

Other summarised information

	Company	
	2017 $'000	2016 $'000
Net cash flows from operations	**11,000**	–
Acquisition of significant plant and equipment	**10,095**	–

Notes to the Financial Statements

For the financial year ended 30 September 2017

13. Interest in joint venture

The Company has a 50% (2015: 50%) equity interest in a joint venture, Anhui BRC & Ma Steel Weldmesh Co. Ltd, incorporated in the People's Republic of China ("PRC"). The joint venture's principal activity is to market and manufacture steel welded wire mesh and other forms of wire and reinforcing steel products for use in the construction industry in the PRC. The Group jointly controls the venture with the other partner under the contractual agreement and unanimous consent is required for all major decisions.

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Unquoted shares, at cost	**6,076**	6,076	**6,076**	6,076
Share of post-acquisition reserves	**5,829**	4,083	**–**	–
Less: Accumulated dividends received	**(224)**	(104)	**–**	–
Effects of exchange rates	**(31)**	107	**–**	–
	11,650	10,162	**6,076**	6,076

The summarised financial information of the joint venture and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	Group	
	2017	**2016**
	$'000	$'000
Summarised balance sheet:		
Cash and cash equivalents	**1,656**	1,000
Other current assets	**35,646**	23,046
Current assets	**37,302**	24,046
Non-current assets	**2,870**	3,420
Total assets	**40,172**	27,466
Current liabilities	**6,670**	3,050
Non-current liabilities	**10,202**	4,092
Total liabilities	**16,872**	7,142
Net assets	**23,300**	20,324
Proportion of the Group's ownership	**50%**	50%
Group's share of net assets/carrying amount of the investment	**11,650**	10,162

Notes to the Financial Statements

For the financial year ended 30 September 2017

13. Interest in joint venture (cont'd)

	Group	
	2017	**2016**
	$'000	$'000
Summarised statement of comprehensive income:		
Revenue	**67,186**	34,296
Depreciation	**(650)**	(848)
Interest expense	**(430)**	(232)
Operating expenses	**(62,580)**	(32,020)
Profit before tax	**3,526**	1,196
Tax	**(34)**	(96)
Profit after tax representing total comprehensive income	**3,492**	1,100

Dividends of $120,000 (2016: Nil) were received from the joint venture.

14. Interest in associate

The Group has a 17% equity interest in an associate, Pristine Islands Investment Pte. Ltd. ("PII"), incorporated in Singapore. The associate's principal activity is that of investment holding with 100% interest in a subsidiary which operates and manages an airport, hotel and resort in Maldives. The associate is audited by BDO LLP, Singapore.

The Group's interest in the associate is summarised below:

	2017	
	Group	**Company**
	$'000	$'000
Unquoted shares, at cost	**2,155**	2,155
Shareholder loans	**6,652**	6,652
Share of post-acquisition reserve	**(2,289)**	–
Effects of exchange difference	**196**	–
	6,714	8,807

The shareholder loans are unsecured and bear interest at 1% per annum above the prevailing bank lending rates. The loans are not expected to be repaid in the next twelve months.

The summarised financial information in respect of PII, based on its FRS financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

Notes to the Financial Statements

For the financial year ended 30 September 2017

14. Interest in associate (cont'd)

Summarised balance sheet

	2017 $'000
Current assets	10,733
Non-current assets	74,603
Total assets	85,336
Current liabilities	62,612
Non-current liabilities	22,360
Total liabilities	84,972
Net assets	364
Net assets excluding goodwill	
Proportion of the Group's ownership	17%
Group's share of net assets	62
Shareholder loans	6,652
Carrying amount of the investment	6,714

Summarised statement of comprehensive income

	2017 $'000
Revenue	863
Loss after tax from continuing operations	(8,524)
Other comprehensive income	–
Total comprehensive income	(8,524)

The Company has pledged its entire shareholdings in PII to a consortium of banks in respect of loan facilities granted to PII. A similar charge was executed by all other shareholders of PII in respect of their shareholdings.

Notes to the Financial Statements

For the financial year ended 30 September 2017

15. Available-for-sale financial assets

	Group and Company	
	2017	**2016**
	$'000	$'000
Listed securities:		
- equity securities- Singapore	**114**	88
Unquoted shares in an investee company	**1,500**	2,155
	1,614	2,243
At beginning of financial year	**2,243**	1,952
Additions to available-for-sale financial assets	**1,500**	283
Reclassification to associate	**(2,155)**	–
Fair value changes recognised in other comprehensive income [Note 26(b)]	**26**	8
At end of financial year	**1,614**	2,243

During the financial year, the Company subscribed for 1,166,667 unquoted shares in Nuform System Asia Pte. Ltd. ("NSAPL"), constituting a 10% interest in NSAPL, for a consideration of $1,500,000. The principal activities of NSAPL is that of rental of construction equipment.

16. Inventories

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Balance Sheet:				
Raw materials	**60,512**	73,640	**53,290**	66,702
Finished goods	**1,996**	1,195	**1,213**	767
Goods in transit	**49,135**	18,075	**49,083**	18,075
	111,643	92,910	**103,586**	85,544
Allowance for inventory obsolescence	**(210)**	(1,465)	**(210)**	(1,465)
	111,433	91,445	**103,376**	84,079

The cost of inventories recognised as expense and included in "cost of sales" in the consolidated statement of comprehensive income amounted to $257,412,000 (2016: $272,477,000).

The net reversal of allowance for inventory obsolescence recognised as income and included in "cost of sales" in the consolidated statement of comprehensive income amounted to $1,255,000 (2016: $35,000). The reversal of allowance for inventory obsolescence during the year was made when the related inventories were sold.

Notes to the Financial Statements

For the financial year ended 30 September 2017

17. Trade and other receivables

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Trade receivables:				
- Third parties	**73,907**	66,049	**65,092**	57,740
- Related parties	**304**	153	**304**	153
- Subsidiary companies	**–**	–	**15,753**	–
	74,211	66,202	**81,149**	57,893
Less: Allowance for impairment of trade receivables – third parties	**(249)**	(647)	**(214)**	(612)
Trade receivables - net	**73,962**	65,555	**80,935**	57,281
Non-trade receivables:				
- Third parties	**156**	67	**52**	–
- Sales tax receivable, net	**995**	311	**–**	–
- Due from an associate	**383**	–	**383**	–
- Due from subsidiaries	**–**	–	**4,097**	4,950
- Due from a joint venture	**20**	74	**20**	74
Total trade and other receivables	**75,516**	66,007	**85,487**	62,305
Add: Deposits	**255**	245	**235**	229
Cash and cash equivalents (Note 19)	**23,989**	11,938	**19,673**	7,657
Loan to investee company	**1,500**	4,321	**1,500**	4,321
Less: Sales tax receivables, net	**(995)**	(311)	**–**	–
Total loans and receivables	**100,265**	82,200	**106,895**	74,512

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 60 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Related party balances

The non-trade amounts due from subsidiaries are unsecured, bear interest at 1.58% to 1.69% (2016: 1.62% to 2.14%) per annum and repayable on demand and are expected to be settled in cash.

The non-trade amounts due from a joint venture are unsecured, non-interest bearing and repayable on demand and are expected to be settled in cash.

Loan to investee company

During the year, the Company extended a loan of $1,500,000 to Nuform System Asia Pte. Ltd. which is not expected to be repaid in the next twelve months. The loan is unsecured and bears interest at 6% per annum.

Notes to the Financial Statements

For the financial year ended 30 September 2017

17. Trade and other receivables (cont'd)

Receivables that are past due but not impaired

The Group has trade receivables amounting to $27,215,000 (2016: $24,264,000) that are past due at the balance sheet date but not impaired. These receivables are unsecured and the analysis of their aging at the balance sheet date is as follows:

	Group	
	2017	**2016**
	$'000	$'000
Trade receivables past due:		
- Less than 90 days	**27,034**	24,106
- 90 to 180 days	**181**	158
	27,215	24,264

Receivables that are impaired

The Group's trade receivables that are impaired at the balance sheet date and the movements of the allowance accounts used to record the impairment are as follows:

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Trade receivables – nominal amounts	**249**	647	**214**	612
Less: Allowance for impairment	**(249)**	(647)	**(214)**	(612)
	–	–	**–**	–
Movements in allowance accounts:				
At beginning of financial year	**647**	1,634	**612**	1,634
Charge for the financial year	**16**	229	**16**	194
Reversal during the financial year	**(34)**	(102)	**(34)**	(102)
Bad debts written off against allowance	**(380)**	(1,114)	**(380)**	(1,114)
At end of financial year	**249**	647	**214**	612

Trade receivables that are individually determined to be impaired at the balance sheet date relate to debtors that are in significant financial difficulties and/or have defaulted on payment. These receivables are not secured by any collateral or credit enhancements.

There are no trade and other receivables denominated in foreign currency at 30 September.

Notes to the Financial Statements

For the financial year ended 30 September 2017

18. Derivative financial instruments

Derivative financial instruments comprise the net fair value changes on currency forward contracts that are used to hedge foreign currency payables and contracted purchase commitments of inventories denominated in US Dollar which exist at the balance sheet date and extending to December 2017 (2016: December 2016).

Group	2017 Contract/ Notional Amount	2017 Assets	2017 Liabilities	2016 Contract/ Notional Amount	2016 Assets	2016 Liabilities
	$'000	$'000	$'000	$'000	$'000	$'000
Currency forward contracts	**100,104**	**–**	**(344)**	73,284	543	–
Total financial assets/ (liabilities)at fair value through profit or loss		**–**	**(344)**		543	–

Company	2017 Contract/ Notional Amount	2017 Assets	2017 Liabilities	2016 Contract/ Notional Amount	2016 Assets	2016 Liabilities
	$'000	$'000	$'000	$'000	$'000	$'000
Currency forward contracts	**100,104**	**–**	**(344)**	72,488	521	–
Total financial assets/ (liabilities) at fair value through profit or loss		**–**	**(344)**		521	–

19. Cash and cash equivalents

	Group 2017	Group 2016	Company 2017	Company 2016
	$'000	$'000	$'000	$'000
Cash at banks and on hand	**23,989**	11,938	**19,673**	7,657

Cash at banks earn interest at floating rates based on daily bank deposit rates. The weighted average effective interest rates for the financial year for the Group and Company were 1.78% (2016: 1.56%) and 0.27% (2016: 0.60%) per annum respectively.

Cash and cash equivalents denominated in foreign currencies at 30 September are as follows:

	Group 2017	Group 2016	Company 2017	Company 2016
	$'000	$'000	$'000	$'000
United States Dollar	**381**	107	**364**	7
Malaysia Ringgit	**146**	43	**146**	43

Notes to the Financial Statements

For the financial year ended 30 September 2017

20. Trade and other payables

		Group		Company	
	Note	**2017**	**2016**	**2017**	**2016**
		$'000	$'000	$'000	$'000
Trade payables:					
- Third parties	(a)	**55,454**	23,587	**54,955**	22,701
Non-trade payables:					
- Due to subsidiary	(b)	**–**	–	**70**	69
Accrued employee compensation		**3,293**	4,675	**3,293**	4,675
Accrued operating expenses		**10,302**	3,634	**2,713**	3,225
Total trade and other payables		**69,049**	31,896	**61,031**	30,670
Add: Loans and borrowings (Note 22)		**63,148**	51,748	**63,148**	46,534
Less: Provision for unutilised leave		**(625)**	(603)	**(625)**	(603)
Total financial liabilities carried at amortised cost		**131,572**	83,041	**123,554**	76,601

(a) Trade payables are generally settled on 1 to 90 days' terms.

(b) The non-trade amounts due to a subsidiary are unsecured, non-interest bearing, repayable upon demand and are expected to be settled in cash.

Trade and other payables denominated in foreign currencies at 30 September are as follows:

	Group and Company	
	2017	**2016**
	$'000	$'000
Euro	**112**	32
United States Dollar	**60**	2,054
Malaysia Ringgit	**52**	39

21. Advances received

The advances received from third parties are unsecured and to be applied against subsequent invoices issued by the Group and Company to these parties.

Notes to the Financial Statements

For the financial year ended 30 September 2017

22. Loans and borrowings

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Current				
Bills payable to banks (unsecured)	**51,012**	37,056	**51,012**	31,842
Finance lease obligations (secured) [Note 29 (d)]	**1,364**	2,557	**1,364**	2,557
	52,376	39,613	**52,376**	34,399
Non-current				
Finance lease obligations (secured) [Note 29 (d)]	**772**	2,135	**772**	2,135
Convertible bonds (unsecured)	**10,000**	10,000	**10,000**	10,000
	10,772	12,135	**10,772**	12,135
Total loans and borrowings	**63,148**	51,748	**63,148**	46,534

Bills payable to banks

Bills payable bears interest at 1.22% to 2.13% per annum (2016: 1.36% to 2.61% per annum) and is repayable within 4 months (2016: 4 months) after the financial year end.

Finance lease obligations

These obligations are secured by a charge over the leased assets (Note 11). The discount rate implicit in the lease is 1.90% to 2.91% (2016: 1.90% to 2.91%) per annum.

Convertible bonds

The Company issued $10,000,000 redeemable convertible bonds (the "Bonds") on 16 May 2014 which are due five years from the issue date of the Bonds. The total proceeds of $10,000,000 had been used to pay the Company's trust receipts.

The Bonds are convertible at the option of the bondholders into ordinary shares of the Company at conversion price of one share for every $1.00 (2016: $1.00) of Bonds held.

The Bonds bear interest at a fixed rate of 5% per annum and is payable on a half-yearly basis on 30 June and 31 December each year.

23. Provisions

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Current:				
Provision for onerous contracts	**11,667**	2,592	**11,438**	2,592
Non-current:				
Provision for retirement benefits	**408**	427	**408**	427

Notes to the Financial Statements

For the financial year ended 30 September 2017

23. Provisions (cont'd)

Provision for onerous contracts

Provision for onerous contracts are recorded in respect of certain sales contracts for which the costs to meet the obligations are expected to exceed the economic benefits to be received under it.

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
At beginning of financial year	**2,592**	3,137	**2,592**	3,137
Charge/(reversal) for the year, net	**9,075**	(545)	**8,846**	(545)
At end of financial year	**11,667**	2,592	**11,438**	2,592

Provision for retirement benefits

As disclosed in Note 2.20, the Group and the Company have in place a retirement benefit scheme for employees who commenced employment with the Company prior to 1 January 1983. The retirement benefits are calculated based on one week's pay for each full year of service at the employee's last-drawn basic salary at date of retirement. The retirement benefit scheme is unfunded and will be paid out by the Company in cash when due. As at 30 September 2017, there are no plan assets (2016: Nil).

The changes in the present value of the defined retirement benefit obligation recognised as a liability in the balance sheets are as follows:

	Group and Company	
	2017	**2016**
	$'000	$'000
At beginning of financial year	**427**	489
Payment during financial year	**(34)**	(80)
Charged to statement of comprehensive income (Note 8)	**15**	18
Service cost	**8**	10
Interest cost	**7**	8
At end of financial year	**408**	427

Of the total charged, amounts of $2,000 (2016: $3,000) and $13,000 (2016: $15,000) were included in "cost of goods sold" and "administrative expenses" respectively.

The principal actuarial assumptions at the balance sheet date are as follows:

	Group and Company	
	2017	**2016**
	$'000	$'000
Discount rate at 30 September	**2%**	2%
Future salary increases	**1%**	1%
Resignation rate	**0%**	0%

Notes to the Financial Statements

For the financial year ended 30 September 2017

23. Provisions (cont'd)

Provision for retirement benefits (cont'd)

Amounts for the current and previous four periods are as follows:

	Group and Company				
	2017	**2016**	**2015**	**2014**	**2013**
	$'000	$'000	$'000	$'000	$'000
Defined benefit obligation	**408**	427	489	518	500

24. Deferred tax liabilities

Deferred tax as at 30 September 2017 and 2016 relates to the following:

	Group				Company	
	Consolidated balance sheet		Consolidated statement of comprehensive income		Balance sheet	
	2017	**2016**	**2017**	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000	$'000	$'000
Deferred tax assets:						
Provisions	**2,014**	513	**(1,501)**	65	**2,014**	513
Deferred tax liabilities:						
Differences in depreciation for tax purposes	**(8,799)**	(8,780)	**19**	854	**(8,799)**	(8,780)
Deferred tax liabilities, net	**(6,785)**	(8,267)			**(6,785)**	(8,267)
Deferred tax (credit)/expense			**(1,482)**	919		

Unrecognised temporary differences relating to interest in joint venture

At the end of the reporting period, no deferred tax liability has been recognised for taxes that would be payable on the undistributed earnings of the Group's joint venture (2016:nil).

Such temporary differences for which no deferred tax liability has been recognised aggregate to $4,903,000 (2016:$4,769,000). The deferred tax liability is estimated to be $245,000 (2016:$238,000).

Notes to the Financial Statements

For the financial year ended 30 September 2017

25. Share capital and treasury shares

Share capital

	Group and Company			
	2017		2016	
	No. of ordinary shares '000	$'000	No. of ordinary shares '000	$'000
Issued and fully paid				
At beginning and end of financial year	**187,962**	**68,011**	187,962	68,011

The holders of ordinary shares (except treasury 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.

The Company has a share option scheme under which options to subscribe for the Company's ordinary shares have been granted to employees of the Group (Note 8).

Treasury shares

	Group and Company			
	2017		2016	
	No. of shares '000	$'000	No. of shares '000	$'000
Issued and fully paid				
At beginning of financial year	**1,512**	**1,044**	984	689
Acquisition during the financial year	**115**	**61**	528	355
At end of financial year	**1,627**	**1,105**	1,512	1,044

Treasury shares relate to ordinary shares of the Company that are held by the Company.

The Company acquired 115,000 (2016: 528,000) shares in the Company through purchase on the SGX-ST during the financial year.

The total amount paid to acquire the shares was $61,000 (2016: $355,000) and this was presented as a component within shareholders' equity. There was no reissuance of treasury shares since their acquisitions.

Notes to the Financial Statements

For the financial year ended 30 September 2017

26. Other reserves

		Group		Company	
	Note	2017	2016	2017	2016
		$'000	$'000	$'000	$'000
Share option reserve	(a)	**885**	974	**885**	974
Fair value adjustment reserve	(b)	**(46)**	(72)	**(46)**	(72)
Foreign currency translation reserve	(c)	**(3,315)**	(2,692)	**–**	–
Asset revaluation reserve	(d)	**597**	597	**597**	597
		(1,879)	(1,193)	**1,436**	1,499

(a) ***Share option reserve***

Share option reserve represents the equity-settled share options granted to employees (Note 8). The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

	Group and Company	
	2017	2016
	$'000	$'000
At beginning of financial year	**974**	974
Forfeited during the year	**(89)**	–
At end of financial year	**885**	974

(b) ***Fair value adjustment reserve***

Fair value adjustment reserve represents the cumulative fair value changes, net of tax, of quoted available-for-sale financial assets until they are disposed of or impaired.

	Group and Company	
	2017	2016
	$'000	$'000
At beginning of financial year	**(72)**	(80)
Available-for-sale financial assets:		
- Net gain on fair value changes during the financial year	**26**	8
At end of financial year	**(46)**	(72)

Notes to the Financial Statements

For the financial year ended 30 September 2017

26. Other reserves (cont'd)

(c) *Foreign currency translation reserve*

The 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 Group's presentation currency. It is also used to record the effect of exchange differences arising on monetary items that forms part of the Group's net investment in foreign operations.

	Group	
	2017	**2016**
	$'000	$'000
At beginning of financial year	**(2,692)**	(2,116)
Net effect of exchange differences arising from the translation of financial statements of foreign operations	**(191)**	(815)
Net effect of exchange differences arising from the shareholder loans due from an associate	**(127)**	–
Net effect of exchange differences arising on quasi capital non-trade amount due from a subsidiary	**(305)**	239
At end of financial year	**(3,315)**	(2,692)

(d) *Asset revaluation reserve*

Asset revaluation reserve arose on revaluation of a certain leasehold building in 1993 (Note 11). There is no movement in asset revaluation reserve during the current and previous financial years as the Group does not have a policy of periodic revaluation of property leasehold buildings (as allowed under FRS 16 for one-off revaluation performed on property, plant and equipment between 1 January 1984 and 31 December 1996).

27. Dividends

	Group and Company	
	2017	**2016**
	$'000	$'000
Declared and paid during the financial year:		
Cash dividends on ordinary shares:		
- Final exempt (one-tier) dividend for 2016: 2.4 cents (2015: 2 cents) per share	**4,472**	3,731
	4,472	3,731

Proposed but not recognised as a liability as at 30 September:

Dividends on ordinary shares, subject to shareholders' approval at the forthcoming Annual General Meeting ("AGM"):

	Group and Company	
	2017	**2016**
	$'000	$'000
- Final exempt (one-tier) dividend for 2017: Nil (2016: 2.4 cents) per share	**–**	4,475
	–	4,475

Notes to the Financial Statements

For the financial year ended 30 September 2017

28 Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following were significant transactions between the Group and related parties on rates and terms agreed during the financial year:

(a) ***Sales and purchases of goods and services***

	Group	
	2017	**2016**
	$'000	$'000
Sales of goods to companies related to directors	**661**	3,705
Purchases from companies related to directors	**–**	(131)
Interest paid to companies related to directors	**(50)**	(25)

(b) ***Compensation of key management personnel***

The remuneration of directors and other members of key management of the Group paid during the financial year is as follows:

	Group	
	2017	**2016**
	$'000	$'000
Wages and salaries	**2,186**	2,936
Employer's contribution to Central Provident Fund	**137**	123
Other short-term benefits	**550**	381
Directors' fees	**308**	308
	3,181	3,748

Included in the above is the total compensation to directors of the Company amounting to $1,470,000 (2016: $1,833,000).

The total amount of outstanding share options granted by the Company to one of the Company's executive director under the BRC Share Option Scheme 2011 amounted to 3,186,000 (2016: 3,186,000). No share options have been granted to the Company's non-executive directors.

Notes to the Financial Statements

For the financial year ended 30 September 2017

29. Commitments and contingencies

(a) ***Capital commitments***

Capital expenditures contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Capital commitment in respect of:				
Plant and machinery	**299**	3,678	**145**	1,480
Leasehold building	**–**	74	**–**	74
Furniture and equipment	**11**	2	**11**	2
	310	3,754	**156**	1,556

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

The Group has entered into leases on buildings, plants and machinery. Lease on building have a tenure of twelve to twenty three years while plant and machinery has a tenure of one to three years.

Minimum lease payments recognised as an expense in profit or loss for the financial year ended 31 September 2017 amounted to $5,534,000 (2016: $5,527,000).

As at the balance sheet date, the Group and the Company have operating lease commitments for rental payable in subsequent periods as follows:

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Future minimum lease payments				
Within one financial year	**7,064**	4,737	**6,836**	4,649
After one financial year but within five financial years	**11,607**	9,096	**11,523**	9,067
After five financial years	**11,744**	12,874	**11,744**	12,874
	30,415	26,707	**30,103**	26,590

The above operating lease commitments are based on existing rates. Certain lease agreements have a provision for a periodic revision of such rates in the future.

Notes to the Financial Statements

For the financial year ended 30 September 2017

29. Commitments (cont'd)

(c) *Operating lease commitments – as lessor*

The Group has entered into leases on construction equipment. These non-cancellable leases have remaining lease terms of between one to two years.

Future minimum rental receivable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2017	**2016**
	$'000	$'000
Future minimum lease receivables		
Within one financial year	**2,229**	–
After one financial year but within five financial years	**198**	–
	2,427	–

(d) *Finance lease commitments*

The Group has finance leases for certain items of plant and machinery.

Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

	Group and Company			
	2017		**2016**	
	Minimum lease payments	**Present value of payments (Note 22)**	**Minimum lease payments**	**Present value of payments (Note 22)**
	$'000	$'000	$'000	$'000
Within 1 year	**1,396**	**1,364**	2,636	2,557
After 1 year but within 5 years	**807**	**772**	2,203	2,135
Total minimum lease payments	**2,203**	**2,136**	4,839	4,692
Less : Amount representing finance charges	**(67)**	**–**	(147)	–
Present value of minimum lease payments	**2,136**	**2,136**	4,692	4,692

(e) *Contingencies*

The Company has provided a corporate guarantee in respect of banking facilities provided by a bank to a subsidiary. As at 30 September 2017, there was no draw down of the facilities by the subsidiary (2016: $5,214,000).

The Company has provided a corporate guarantee in respect of banking facilities provided by a consortium of banks to an associate up to the extent of the Company's 17% shareholdings in the investee. As at 30 September 2017, the amount of facilities drawn down by the associate amounted to $16,099,000 (2016: $11,836,000).

The Company has provided a corporate guarantee in respect of banking facilities provided by a bank to an investee company up to the extent of the Company's 10% shareholdings in the investee. As at 30 September 2017, the amount of facilities drawn down by the investee company amounted to $9,495,000 (2016: $Nil).

Notes to the Financial Statements

For the financial year ended 30 September 2017

30. Segment reporting

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

i) The fabrication and manufacturing segment is involved in the business of prefabrication of steel reinforcement for use in concrete, trading of steel reinforcing bars, and manufacturing and sale of wire mesh fences.

ii) The renting of construction equipment segment relates to rental of construction equipment.

iii) Others relates to the operation and management of airport, hotel and resort.

No 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 resource 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.

2017	Fabrication and manufacturing	Renting of construction equipment	Others	Adjustments and eliminations	Notes	Total
	$'000	$'000	$'000	$'000		$'000
Revenue:						
External customers	310,149	1,477	–	–		311,626
Inter-segment	–	–	–	–		–
Total revenue	310,149	1,477	–	–		311,626
Results:						
Interest income	621	–	–	–		621
Interest expense	(1,539)		–	–		(1,539)
Depreciation expense	(7,158)	(488)	–	–		(7,646)
Loss from fair value changes in derivatives	(887)	–	–	–		(887)
Share of results of joint-venture	1,746	–	–	–		1,746
Share of results of associate	–	–	(1,449)	–		(1,449)
Segment profit/(loss)	3,321	601	(1,449)	–		2,473
Assets:						
Interest in joint-venture	11,650	–	–	–		11,650
Interest in associate	–	–	6,714	–		6,714
Additions to property, plant and equipment	9,360	10,095	–	–		19,455
Segment assets	314,882	12,718	6,714	(11,485)	A	322,829
Segment liabilities	(154,276)	(11,861)	–	11,485	A	(154,652)

Note A: Inter-segment assets/liabilities are deducted from segment assets/liabilities to arrive at total assets/liabilities reported in the consolidated balance sheet

Notes to the Financial Statements

For the financial year ended 30 September 2017

30. Segment reporting (cont'd)

2016	Fabrication and manufacturing $'000	Renting of construction equipment $'000	Others $'000	Adjustments and eliminations $'000	Notes	Total $'000
Revenue:						
External customers	346,752	–	–	–		346,752
Inter-segment	–	–	–	–		–
Total revenue	346,752	–	–	–		346,752
Results:						
Interest income	63	–	–	–		63
Interest expense	(1,085)	–	–	–		(1,085)
Depreciation expense	(6,593)	–	–	–		(6,593)
Gain from fair value changes in derivatives	543	–	–	–		543
Share of results of joint-venture	550	–	–	–		550
Segment profit	8,341	–	–	–		8,341
Assets:						
Interest in joint-venture	10,162	–	–	–		10,162
Additions to property, plant and equipment	12,777	–	–	–		12,777
Segment assets	268,649	132	–	–		268,781
Segment liabilities	97,169	–	–	–		(97,169)

Geographical segments

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

	Revenues		Non-current assets	
	2017 $'000	2016 $'000	**2017** $'000	2016 $'000
Singapore	**277,387**	320,082	**69,055**	74,796
China	**–**	–	**11,650**	10,162
Malaysia	**33,223**	25,457	**23,195**	9,447
Others	**1,016**	1,213	**6,714**	–
	311,626	346,752	**110,614**	94,405

Non-current assets information presented above consist of property, plant and equipment, interest in joint venture, interest in associate, available-for-sale financial assets and loan to investee company as presented in the consolidated balance sheet.

Notes to the Financial Statements

For the financial year ended 30 September 2017

31. 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.

(b) ***Assets and liabilities measured at fair value***

The following table shows an analysis of each class of assets measured at fair value at the end of the reporting period:

	Group		
	Quoted prices in active markets for identical instruments (Level 1)	**Significant observable inputs other than quoted prices (Level 2)**	**Total**
	$'000	$'000	$'000
2017			
Available-for-sale financial assets (Note 15)	**114**	**–**	**114**
Financial assets as at 30 September 2017	**114**	**–**	**114**
Derivative financial instruments (Note 18)			
- Currency forward contracts	**–**	**344**	**344**
Financial liabilities as at 30 September 2017	**–**	**344**	**344**
2016			
Available-for-sale financial assets (Note 15)	88	–	88
Derivative financial instruments (Note 18)			
- Currency forward contracts	–	543	543
Financial assets as at 30 September 2016	88	543	631

(c) ***Level 2 fair value measurements***

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Derivative financial instruments (Note 18):

Currency forward contracts are valued according to valuations obtained from reputable financial institutions as at the end of the reporting period.

Notes to the Financial Statements

For the financial year ended 30 September 2017

31. Fair value of assets and liabilities (cont'd)

(d) ***Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value***

Fair value information has not been disclosed for the Group's investments in unquoted equity securities because fair value cannot be measured reliably. These equity securities represent ordinary shares in a Singapore investment company that is not quoted on any market. The Group does not intend to dispose of this investment in the foreseeable future.

Fair value information is not disclosed for the following financial instruments of the Group and Company as at 30 September 2017 as the difference between the carrying amounts and their fair values are not significant.

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
Financial assets:				
Loan to investee company	**1,500**	–	**1,500**	–
Financial liabilities:				
Obligations under finance lease	**(2,136)**	(4,692)	**(2,136)**	(4,692)
Convertible bonds	**(10,000)**	(10,000)	**(10,000)**	(10,000)
Net financial liabilities	**(10,636)**	(14,692)	**(10,636)**	(14,692)

32. Financial risk management objective and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and foreign currency risk. The Board of Directors reviews and agrees on the policies and procedures for the management of these risks, which are executed by the General Manager and/or the Group Financial Controller.

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

(a) ***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 credit risk arises primarily from trade and other receivables. For other financial assets (including available-for-sale financial assets, derivative financial instruments, and cash and cash equivalents), the Group and the Company minimise credit risks by dealing exclusively with high credit rating counterparties.

The Group and the Company have a credit policy in place and the exposure to credit risk is monitored on an on-going basis. Credit review, which takes into account qualitative and quantitative factors such as business performance and profile of the customers, is performed and approved by the management before credit is granted. All customer payment profiles and credit exposures are monitored on an on-going basis by the management.

Notes to the Financial Statements

For the financial year ended 30 September 2017

32. Financial risk management objective and policies (cont'd)

(a) ***Credit risk (cont'd)***

Exposure to credit risk

At the end of reporting period, 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 including derivative financial instruments with positive fair values.

Credit risk concentration profile

The Group's and the Company's trade receivables concentration profiles by geographical areas and industry sectors as at the end of reporting period are as follows:

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	$'000	$'000	$'000
By country:				
- Singapore	**65,115**	57,250	**65,115**	57,250
- Malaysia	**8,847**	8,274	**15,820**	–
- Indonesia	**–**	31	**–**	31
	73,962	65,555	**80,935**	57,281
By industry sector:				
- Construction	**73,962**	65,555	**80,935**	57,281

At the end of the reporting period, approximately:

- 34% (2016: 28%) of the Group's and 31% (2016: 32%) of the Company's trade receivables were due from 10 (2016: 10) major customers who are in the construction industry in Singapore.
- 24% (2016: 8%) of the Company's trade and other receivables were due from related parties.

Financial assets that are neither past due nor impaired

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

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 17 (Trade and other receivables).

Notes to the Financial Statements

For the financial year ended 30 September 2017

32. Financial risk management objective and policies (cont'd)

(b) *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 risks arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group and the Company manage liquidity risk by ensuring the availability of funding through an adequate amount of committed credit facilities from reputable financial institutions. In addition, the Group and the Company also maintain surplus cash balances for future investment opportunities.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of reporting period based on contractual undiscounted repayment obligations:

	Within 1 year	2 to 5 years	Total
	$'000	$'000	$'000
Group			
At 30 September 2017			
Financial assets:			
Loan to investee company	**150**	**1,585**	**1,735**
Available-for-sale financial assets	**–**	**1,614**	**1,614**
Trade and other receivables	**74,521**	**–**	**74,521**
Cash and cash equivalents	**23,989**	**–**	**23,989**
Other current assets-deposits	**255**	**–**	**255**
Total undiscounted financial assets	**98,915**	**3,199**	**102,114**
Financial liabilities:			
Trade and other payables	**68,424**	**–**	**68,424**
Loans and borrowings	**53,162**	**11,118**	**64,280**
Derivative financial instruments			
- Receipts	**(99,760)**	**–**	**(99,760)**
- Payments	**100,104**	**–**	**100,104**
Total undiscounted financial liabilities	**121,930**	**11,118**	**133,048**
Total net undiscounted financial liabilities	**(23,015)**	**(7,919)**	**(30,934)**

Notes to the Financial Statements

For the financial year ended 30 September 2017

32. Financial risk management objective and policies (cont'd)

(b) *Liquidity risk (cont'd)*

	Within 1 year $'000	2 to 5 years $'000	Total $'000
Group			
At 30 September 2016			
Financial assets:			
Loan to investee company	–	5,878	5,878
Available-for-sale financial assets	–	2,243	2,243
Trade and other receivables	65,696	–	65,696
Cash and cash equivalents	11,938	–	11,938
Other current assets-deposits	245	–	245
Derivative financial instruments			
- Receipts	73,284	–	73,284
- Payments	(72,741)	–	(72,741)
Total undiscounted financial assets	78,422	8,121	86,543
Financial liabilities:			
Trade and other payables	31,293	–	31,293
Loans and borrowings	40,375	13,014	53,389
Total undiscounted financial liabilities	71,668	13,014	84,682
Total net undiscounted financial assets/(liabilities)	6,754	(4,893)	1,861
Company			
At 30 September 2017			
Financial assets:			
Loan to investee company	**150**	**1,585**	**1,735**
Available-for-sale financial assets	**–**	**1,614**	**1,614**
Trade and other receivables	**85,487**	**–**	**85,487**
Cash and cash equivalents	**19,673**	**–**	**19,673**
Other current assets-deposits	**235**	**–**	**235**
Total undiscounted financial assets	**105,545**	**3,199**	**108,744**
Financial liabilities:			
Trade and other payables	**60,406**	**–**	**60,406**
Loans and borrowings	**53,162**	**11,118**	**64,280**
Derivative financial instruments			
- Receipts	**(99,760)**	**–**	**(99,760)**
- Payments	**100,104**	**–**	**100,104**
Total undiscounted financial liabilities	**113,912**	**11,118**	**125,030**
Total net undiscounted financial liabilities	**(8,367)**	**(7,919)**	**(16,286)**

Notes to the Financial Statements

For the financial year ended 30 September 2017

32. Financial risk management objective and policies (cont'd)

(b) ***Liquidity risk (cont'd)***

	Within 1 year $'000	2 to 5 years $'000	Total $'000
Company			
At 30 September 2016			
Financial assets:			
Loan to investee company	–	5,878	5,878
Available-for-sale financial assets	–	2,243	2,243
Trade and other receivables	62,305	–	62,305
Cash and cash equivalents	7,657	–	7,657
Other current assets-deposits	229	–	229
Derivative financial instruments			
- Receipts	72,488	–	72,488
- Payments	(71,967)	–	(71,967)
Total undiscounted financial assets	70,712	8,121	78,833
Financial liabilities:			
Trade and other payables	30,067	–	30,067
Loans and borrowings	35,128	13,014	48,142
Total undiscounted financial liabilities	65,195	13,014	78,209
Total net undiscounted financial assets/(liabilities)	5,517	(4,893)	624

The table below shows the contractual expiry by maturity of the Group and Company's commitments. The maximum amount of the corporate guarantee is allocated to the earliest period in which the guarantee could be called.

	Group and Company	
	2017 $'000	**2016** $'000
Corporate guarantee – 1 year or less	**261**	5,214
Corporate guarantee – 1 to 5 years	**3,425**	2,012
	3,686	7,226

(c) ***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 borrowings and finance lease obligations. All of the Group's and the Company's financial assets and liabilities at floating rates are contractually re-priced at intervals of less than 6 months (2016: 6 months) from the balance sheet date.

Notes to the Financial Statements

For the financial year ended 30 September 2017

32. Financial risk management objective and policies (cont'd)

(c) *Interest rate risk (cont'd)*

The Group's exposure to market interest rates arises from its bills payables which bears interest at 1.22% to 2.13% (2016: 1.36% to 2.61%) per annum.

At the end of reporting period, if SGD interest rates had been 50 basis points lower/higher with all other variables constant, the Group's profit before tax would have been $85,000 (2016: $53,000) higher/lower respectively as a result of lower/higher interest expense on the bills payables.

(d) *Foreign currency risk*

The Group and the Company have transactional currency exposures arising from purchases that are denominated in a currency other than the respective functional currencies of the Group entities. The foreign currency in which these transactions are denominated is mainly the US Dollar ("USD").

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances are mainly in USD.

The Group and the Company use currency forward contracts to hedge its exposure to foreign currency exchange risk arising from purchases which are mainly denominated in USD. The Group's and the Company's trade payables balances at the balance sheet date have similar exposures.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the USD/SGD exchange rate, with all other variables held constant, of the Group's profit before tax:

		2017 Increase/ (decrease) in Profit before tax $'000	**2016** Increase/ (decrease) in Profit before tax $'000
Group and Company			
USD/SGD	- strengthened 7% (2016: 7%)	**23**	(136)
	- weakened 7% (2016: 7%)	**(23)**	136

Notes to the Financial Statements

For the financial year ended 30 September 2017

33. Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital structure in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 30 September 2017 and 2016.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. The Group includes within net debt, loans and borrowings, less cash and cash equivalents. Capital includes equity attributable to owners of the Company.

	Group	
	2017	**2016**
	$'000	$'000
Loans and borrowings	**63,148**	51,748
Less:		
Cash and cash equivalents	**(23,989)**	(11,938)
Net debt	**39,159**	39,810
Equity attributable to owners of the Company	**167,755**	171,607
Capital plus net debt	**206,914**	211,417
Gearing ratio	**19%**	19%

34. Event occurring after the reporting period

On 28 December 2017, the Company issued and alloted 3,500,000 ordinary shares in the capital of the Company. This is in relation to conversion of $3,500,000 of the principal amount of convertible bonds pursuant to the Convertible Bond Subscription Agreement dated 21 April 2014. The above mentioned new shares have been listed and quoted on the Singapore Exchange Securities Trading Limited on 2 January 2018. Following the allotment of the new shares, the number of issued shares in the capital of the Company has increased from 187,961,689 to 191,461,689 ordinary shares. The new shares issued rank pari passu in all respect with the existing shares of the Company.

35. Authorisation of financial statements for issue

The financial statements for the year ended 30 September 2017 were authorised for issue in accordance with a resolution of the Board of Directors dated on 5 January 2018.

Appendix I

PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE OF BRC ASIA LIMITED (THE "COMPANY")

1. BACKGROUND

1.1 Notice of AGM

We refer to Ordinary Resolution 10 set out in the notice of annual general meeting ("**Notice of AGM**") at pages 114 to 117 of the annual report of the Company dated 5 January 2018 ("**Annual Report**").

1.2 Letter to Shareholders

The purpose of this Appendix I is to provide shareholders of the Company ("**Shareholders**") with information relating to, and to explain the rationale for, the proposed renewal of the Share Purchase Mandate (as defined in **paragraph 1.4** below), and to seek their approval in relation therefor at the annual general meeting of the Company to be held on 26 January 2018 ("**AGM**").

The details of the Share Purchase Mandate are set out at **paragraph 2** of this Appendix I.

1.3 SGX-ST

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix I.

1.4 Proposed Renewal of the Share Purchase Mandate

It is a requirement under the Companies Act, Chapter 50 of Singapore, as amended or modified from time to time ("**Companies Act**") for a company to obtain the approval of its shareholders to purchase or otherwise acquire its own shares at a general meeting of its shareholders. At the annual general meeting of the Company held on 23 January 2017 ("**2017 AGM**"), shareholders of the Company ("**Shareholders**") had approved, *inter alia*, the renewal of the share purchase mandate approved on 28 January 2016 authorising the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") (the "**Share Purchase Mandate**").

The Share Purchase Mandate took effect on the date of the passing of Ordinary Resolution 9 at the 2017 AGM and will expire on the date of the forthcoming AGM, scheduled to be held on 26 January 2018. Accordingly, the directors of the Company ("**Directors**") are proposing to seek Shareholders' approval for the renewal of the Share Purchase Mandate at the AGM. The Share Purchase Mandate is set out in Ordinary Resolution 10 in the Notice of AGM.

As at 20 December 2017, being the latest practicable date prior to the printing of this Appendix I (the "**Latest Practicable Date**"), the Company had purchased an aggregate of 1,626,600 Shares by way of Market Purchases (as defined in **paragraph 2.2.3** below) in the following manner:

(i) pursuant to the Share Purchase Mandate approved by the Shareholders at the annual general meeting of the Company held on 18 January 2012, the Company purchased 1,200,000 pre-consolidated Shares which after taking into account the share consolidation on 21 August 2015 (the "**Share Consolidation**") would be 240,000 Shares;

(ii) pursuant to the Share Purchase Mandate approved by the Shareholders at the annual general meeting of the Company held on 23 January 2015, the Company purchased 1,097,400 Shares;

(iii) pursuant to the Share Purchase Mandate approved by the Shareholders at the annual general meeting of the Company held on 28 January 2016, the Company purchased 289,200 Shares.

Pursuant to the Share Purchase Mandate approved by the Shareholders at the 2017 AGM, the Company has not purchased any Shares.

Appendix I

1. BACKGROUND (cont'd)

1.5 Advice to Shareholders

If a Shareholder is in any doubt as to the course of action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

2. SHARE PURCHASE MANDATE

2.1 Background and Rationale

The Directors wish to renew the Share Purchase Mandate to allow the Company to purchase issued Shares. The Share Purchase Mandate will allow the Directors to make share purchases at the appropriate price level and is one of the ways through which the return on equity of the Company and its subsidiaries ("**Group**") may be enhanced. Share purchases or acquisitions provide the Company with an easy mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. Share purchases or acquisitions also allow the Directors to exercise control over the share structure of the Company and may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the earnings per Share ("**EPS**") and/or the net tangible asset ("**NTA**") per Share of the Company.

During the period when the Share Purchase Mandate is in force, the Share Purchase Mandate will give the Directors the flexibility to purchase or acquire Shares when and if the circumstances permit. The Share Purchase Mandate will also give the Company the opportunity to purchase or acquire Shares when such Shares are undervalued, to help mitigate short-term market volatility and to offset the effects of short-term speculation. The Share Purchase Mandate will also allow the Directors to effectively manage and minimise the dilution impact (if any) associated with share option schemes and performance share plans.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares of up to ten per cent. (10%) of the issued share capital of the Company (excluding Treasury Shares (as defined in **paragraph 2.2.3** (xi) below) as at the date of the AGM at which the Share Purchase Mandate is approved, Shareholders should note that purchases and acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full ten per cent. (10%) limit as authorised and no purchases or acquisitions of Shares would be made in circumstances which would have or may have a material adverse effect on the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST.

2.2 Details of the Share Purchase Mandate

Save for **paragraph 2.8** below, the authority and limitations placed on purchases or acquisitions of Shares under the Share Purchase Mandate, if renewed at the AGM, are the same as previously approved by Shareholders at the 2017 AGM and, for the benefit of Shareholders, are summarised below:

2.2.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased by the Company. The total number of Shares which may be purchased is limited to that number of Shares representing not more than ten per cent. (10%) of the issued Shares as at the date of the AGM at which the renewal of the Share Purchase Mandate is approved ("**Approval Date**"), unless the Company has, at any time during the relevant period, effected a reduction of its share capital in accordance with the applicable Companies Act, in which event the issued share capital of the Company as altered pursuant to such reduction.

Purely for illustrative purposes, based on 186,335,089 issued Shares as at the Latest Practicable Date (disregarding Treasury Shares (as defined in **paragraph 2.2.3** below) as at the Latest Practicable Date) and assuming no further Shares are issued on or prior to the AGM, the purchase by the Company of up to the maximum limit of ten per cent. (10%) of its issued Shares (excluding Treasury Shares (as defined in **paragraph 2.2.3** below)) will result in the purchase or acquisition of 18,633,508 Shares.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.2 Details of the Share Purchase Mandate (cont'd)

2.2.1 Maximum Number of Shares (cont'd)

In the event that any of the convertible bonds issued by the Company ("**Convertible Bonds**") are converted, only those new Shares that are allotted and issued by the Approval Date pursuant to the conversion of Convertible Bonds will be taken into account for the purposes of determining the total number of Shares as at the Approval Date.

2.2.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the AGM at which the renewal of the Share Purchase Mandate is approved, up to such time that:

(i) the next annual general meeting of the Company is held or required by law to be held;

(ii) purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(iii) the authority conferred by the Share Purchase Mandate is varied or revoked, whichever is the earliest.

2.2.3 Manner of Purchases

Purchases or acquisitions of Shares may be made on the SGX-ST ("**Market Purchases**"); and/or otherwise than on the SGX-ST, effected pursuant to an equal access scheme ("**Off-Market Purchases**").

Market Purchases refer to purchases of Shares by the Company transacted on the SGX-ST through the ready market, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases of Shares by the Company made under an equal access scheme or schemes for the purchase of Shares from Shareholders. The Directors may impose such terms and conditions, which are consistent with the Share Purchase Mandate, the listing rules ("**Listing Rules**") of the SGX-ST and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all the following conditions:

(i) offers for the purchase or acquisition of issued Shares shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;

(ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

(iii) the terms of all the offers are the same, except that there shall be disregarded:

(a) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements;

(b) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and

(c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.2 Details of the Share Purchase Mandate (cont'd)

2.2.3 Manner of Purchases (cont'd)

In addition, pursuant to Rule 885 of the Listing Rules and Section 76C the Companies Act, in making an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document or notice to all Shareholders which must contain at least the following information:

(i) the terms and conditions of the offer;

(ii) the maximum number of Shares or the maximum percentage of ordinary shares authorised to be purchased or acquired;

(iii) the maximum price which may be paid for the Shares;

(iv) the date on which the Share Purchase Mandate is to expire, being a date that must not be later than the date on which the next annual general meeting of the Company is or is required by law to be held, whichever is earlier;

(v) the sources of funds to be used for the purchase or acquisition of the Shares including the amount of financing and its impact on the Company's financial position;

(vi) the period and procedures for acceptances;

(vii) the reasons for the proposed purchase or acquisition of Shares;

(viii) the consequences, if any, of the proposed purchase or acquisition of Shares by the Company that will arise under the Singapore Code on Take-overs and Mergers ("**Take-over Code**") or other applicable take-over rules;

(ix) whether the purchase or acquisition of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST;

(x) details of any purchase or acquisition of Shares made by the Company in the previous twelve (12) months (whether by way of Market Purchases or Off-Market Purchases), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions, where relevant, and the total consideration paid for the purchases; and

(xi) whether the Shares purchased by the Company will be cancelled or kept as treasury shares (as defined in the Companies Act) ("**Treasury Shares**").

2.2.4 Maximum Purchase Price

The purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Shares will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors must not exceed:

(i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter) of the Shares; and

(ii) in the case of an Off-Market Purchase, one hundred and ten per cent. (110%) of the Average Closing Price of the Shares,

in each case, excluding related expenses of the purchase or acquisition (the "**Maximum Price**").

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.2 Details of the Share Purchase Mandate (cont'd)

2.2.4 Maximum Purchase Price (cont'd)

"**Average Closing Price**" means the average of the closing market prices of a Share for the five (5) days on which the SGX-ST is open for trading in securities ("**Market Days**") on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Rules, for any corporate action that occurs after the relevant five (5) Market Day period; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.3 Status of Purchased Shares

Any Share which is purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a Treasury Share. At the time of each purchase or acquisition of the Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company, which are cancelled and are not held as Treasury Shares.

All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act) will be automatically de-listed by the SGX-ST, and certificates (if any) in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

2.4 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the key provisions on treasury shares under the Companies Act are summarised below:

2.4.1 Maximum Holdings

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares.

2.4.2 Voting and Other Rights

The Company cannot exercise any right in respect of the Treasury Shares. In particular, the Company will not have the right to attend or vote at meetings and to receive any dividends or other distribution of the Company's assets in respect of the Treasury Shares.

However, the allotment of Treasury Shares as fully paid bonus shares in respect of Treasury Shares is allowed. A subdivision or consolidation of any Treasury Share into Treasury Shares of a smaller number is also allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.4 Treasury Shares (cont'd)

2.4.3 Disposal and Cancellation

Where the Company holds Shares as Treasury Shares, it may dispose of such Treasury Shares at any time in the following ways:

(i) sell the Treasury Shares for cash;

(ii) transfer the Treasury Shares for the purposes of or pursuant to an employees' share scheme;

(iii) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(iv) cancel the Treasury Shares; or

(v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance of Singapore.

In addition, under Rule 704(28) of the Listing Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage and the value of the treasury shares comprised in the usage.

2.5 Reporting Requirements

Within thirty (30) days of passing a Shareholders' resolution to approve the purchase or acquisitions of Shares by the Company, the Company shall lodge a copy of such resolution with the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**").

The Company shall notify ACRA within thirty (30) days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of purchases or acquisitions including the date of the purchases or acquisitions, the total number of Shares purchased or acquired by the Company, the number of Shares cancelled and the number of Shares held as Treasury Shares, the Company's issued share capital before and after the purchases and acquisitions of Shares, the amount of consideration paid by the Company for the purchases or acquisitions, and such other information required by the Companies Act.

Rule 886 of the Listing Rules specifies that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9:00 a.m.:

(a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and

(b) in the case of an Off-Market Purchase pursuant to an equal access scheme in accordance with Section 76C of the Companies Act, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

The notification of such purchases or acquisitions of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.6 Source of Funds

The Company may only apply funds for the purchase or acquisition of Shares as provided in the Constitution of the Company and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares pursuant to the Share Purchase Mandate, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or distributable profits provided that:

(i) the Company is able to pay its debts in full at the time it purchases the Shares and will be able to pay its debts as they fall due in the normal course of business during the period of twelve (12) months immediately following the date of purchase; and

(ii) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the purchase of Shares become less than the value of its liabilities (including contingent liabilities).

Where the purchase of Shares is made out of distributable profits, such purchase (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the purchase of Shares is made out of capital, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares but the amount available for the distribution of cash dividends by the Company will not be reduced.

The Company will use its internal resources and/or external borrowings to finance its purchase or acquisition of the Shares. Where the purchase of Shares is financed through internal resources, it will reduce the cash reserves of the Group and the Company, and thus the current assets and shareholders' funds of the Group and the Company. This will result in an increase in the gearing ratios of the Group and the Company and a decline in the current ratios of the Group and the Company. The actual impact on the gearing and current ratios will depend on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

Where the purchase or acquisition of Shares is financed through external borrowings or financing, there would be an increase in the gearing ratios of the Group and the Company and a decline in the current ratios of the Group and the Company, with the actual impact dependent on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

However, the Directors do not propose to exercise the Share Purchase Mandate to such an extent as would have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

2.7 Financial Effects

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on factors such as the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant time, how the purchase or acquisition is funded, whether the Shares purchased or acquired are held as Treasury Shares or immediately cancelled on purchase or acquisition as well as how the Shares, if held as Treasury Shares, are subsequently dealt with by the Company in accordance with Section 76K of the Companies Act.

Accordingly, it is not possible for the Company to calculate or quantify the actual impact of purchases or acquisitions of Shares that may be made pursuant to the Share Purchase Mandate on the NTA and EPS of the Company and the Group.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.7 Financial Effects (cont'd)

2.7.1 Illustrative Financial Effects

For illustrative purposes only, based on the audited financial statements of the Company and the Group for the financial year ended 30 September 2017 (please refer to page 38 of the Annual Report), and assuming that none of the Convertible Bonds are converted before the AGM, and based on the assumptions set out below:

(i) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 18,633,508 Shares, representing ten per cent. (10%) of its issued share capital as at the Latest Practicable Date (excluding Treasury Shares) and the Shares are purchased at $1.751 per Share, being a price representing one hundred and five per cent. (105%) of the Average Closing Price as at the Latest Practicable Date; and

(ii) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 18,633,508 Shares, representing ten per cent. (10%) of its issued share capital as at the Latest Practicable Date (excluding Treasury Shares) and the Shares are purchased at $1.835 per Share, being a price representing one hundred and ten per cent. (110%) of the Average Closing Price as at the Latest Practicable Date,

and provided that the purchases or acquisitions are financed entirely out of internal sources of funds and external borrowings and the purchased or acquired Shares are cancelled or held in treasury, the impact of the purchase of Shares by the Company pursuant to the Share Purchase Mandate on the Group's and the Company's audited financial statements for the financial year ended 30 September 2017 would be as set out below.

	Market Share Purchase ($'000)		Off-Market Share Purchase ($'000)	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
Group				
Total Equity	168,177	135,550	168,177	133,985
Net asset attributable to owners	167,755	135,128	168,177	133,563
Current Assets	212,215	188,226	212,215	188,226
Current Liabilities	136,687	145,325	136,687	146,890
Total Borrowings	63,148	71,786	63,148	73,351
Cash and Cash Equivalents	23,989	-	23,989	-
No. of issued and paid-up Shares ('000) (excluding treasury shares)	186,335	167,702	186,335	167,702
Financial Ratios				
Net asset per Share attributable to owners (cents)[1a]	90.03	80.58	90.03	79.64
Gearing (times)[1b]	0.38	0.53	0.38	0.55
Basic Earnings per Share (cents)[1c]	1.14	1.26	1.14	1.26

Appendix I

2. **SHARE PURCHASE MANDATE (cont'd)**

2.7 Financial Effects (cont'd)

2.7.1 Illustrative Financial Effects

	Market Share Purchase ($'000)		Off-Market Share Purchase ($'000)	
	Before Share Purchase	**After Share Purchase**	**Before Share Purchase**	**After Share Purchase**
Company				
Total Equity	173,217	140,590	173,217	139,025
Net Tangible Assets ("NTA")	173,217	140,590	173,217	139,025
Current Assets	209,030	189,357	209,030	189,357
Current Liabilities	128,158	141,112	128,158	142,677
Total Borrowings	63,148	76,102	63,148	77,667
Cash and Cash Equivalents	19,673	-	19,673	-
No. of issued and paid-up Shares ('000) (excluding treasury shares)	186,335	167,702	186,335	167,702
Financial Ratios				
NTA per Share (cents) (1d)	92.96	83.83	92.96	82.90
Gearing (times) (1b)	0.36	0.54	0.36	0.56
Basic Earnings per Share (cents) (1c)	1.14	1.26	1.14	1.26

Notes:

(1) For the purposes of the above calculations:

(a) "**Net asset per Share attributable to owners**" is calculated based on the net asset attributable to owners and the issued and paid-up Shares (excluding Treasury Shares) as at the Latest Practicable Date ;

(b) "**Gearing**" represents the ratio of total borrowings to total equity;

(c) "**Basic Earnings per Share**" is calculated based on profit attributable to Shareholders and number of issued and paid-up Shares (excluding Treasury shares) as at the Latest Practicable Date; and

(d) "**NTA per Share**" is calculated based on the NTA and the issued and paid-up Shares (excluding Treasury Shares) as at the Latest Practicable Date.

Shareholders should note that the financial effects set out in this section are purely for illustrative purposes only and are in no way indicative of the Company's real financial position or a forecast of the Group's and the Company's financial figures.

2.8 Tax Implications

The proceeds received by Shareholders from the Company will be treated for income tax purposes in the same manner as proceeds arising from any other disposal of shares. Whether the payment is taxable in the hands of such Shareholders will depend on whether such proceeds are receipt of an income or a capital nature.

Shareholders should note that the foregoing is not to be regarded as advice on the tax position of any Shareholder. Shareholders who are in doubt as to their respective tax positions or the tax implications of Share purchases by the Company, or, who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.9 Listing Rules

Under Rule 884 of the Listing Rules, a listed company may purchase shares by way of Market Purchases at a price per share which is not more than five per cent. (5%) above the average of the closing market prices of the shares over the last five (5) Market Days, on which transactions in the shares were recorded, before the day on which the purchases were made.

The Maximum Price for a Share in relation to Market Purchases by the Company conforms to this restriction.

While the Listing Rules do not expressly prohibit any purchase of shares by a listed company during any particular time(s), because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced. Rule 1207(19) of the Listing Rules provides, *inter alia*, that a listed issuer and its officers should not deal in the listed issuer's securities during the period commencing two (2) weeks before the announcement of each of the issuer's results for the first three (3) quarters, and one (1) month before the announcement of the issuer's annual (full year) results, as the case may be, and ending on the date of the announcement of the relevant results. In line with the best practices guide on securities dealings issued by the SGX-ST, the Company will not purchase or acquire any Shares through Market Purchases during the period of one (1) month immediately preceding the announcement of the Company's full year results and the period of two (2) weeks immediately preceding the announcement of the Company's results for the first three (3) quarters.

2.10 Listing Status

The Company is required under Rule 723 of the Listing Rules to ensure that at least ten per cent. (10%) of any class of its equity securities (excluding preference shares and convertible equity securities) are in the hands of the public. The "public", as defined under the Listing Rules, are persons other than its Directors, chief executive officer, Substantial Shareholders or controlling shareholders and its subsidiaries, as well as the associates of such persons. For purposes of this Appendix I, the terms **"Substantial Shareholder**" and "**subsidiary**" shall have the meaning ascribed to them in the Companies Act and the terms "**controlling shareholder**" and "associate" shall have the meanings ascribed to them in the Listing Rules.

As at the Latest Practicable Date, there are 18,807,260 Shares in the hands of the public (as defined above), representing 10.09% of the issued Shares (excluding Treasury Shares). Assuming that the Company purchases its Shares through Market Purchases up to the full ten per cent. (10%) limit pursuant to the Share Purchase Mandate and all such Shares purchased are held by the public, the number of Shares in the hands of the public would be reduced to 173,752 Shares, representing 0.104% of the reduced issued share capital (excluding Treasury Shares) of the Company. It should be noted that the foregoing statement is for illustrative purposes only and should not be taken as any indication that the Directors will effect such purchases of its Shares.

It should further be noted that in undertaking any purchases of its Shares through Market Purchases, the Directors will use their best efforts to ensure that a sufficient number of Shares remains in public hands so that the Share purchase(s) will not:

(i) adversely affect the listing status of the Shares on the SGX-ST;

(ii) cause market illiquidity; or

(iii) adversely affect the orderly trading of Shares.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.11 Obligations to Make a Take-over Offer

Under the Take-over Code, a person will be required to make a general offer for a public company if:

(i) he acquires thirty per cent. (30%) or more of the voting rights of the company; or

(ii) he holds between thirty per cent. (30%) and fifty per cent. (50%) of the voting rights of the company and he increases his voting rights in the company by more than one per cent. (1%) in any six (6) month period.

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code ("**Rule 14**").

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert:

(i) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and

(ii) a company, its parent, its subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies as well as any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforementioned entities for the purchase of voting rights, all with each other.

For this purpose, ownership or control of at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the equity share capital of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

Under Appendix 2 of the Take-Over Code, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights in the Company of such Directors and their concert parties:

(i) increase to thirty per cent. (30%) or more; or

(ii) if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties increase by more than one per cent. (1%) in any period of six (6) months.

A Shareholder not acting in concert with the Directors will not incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company increase to thirty per cent. (30%) or more, or if the voting rights of such Shareholder fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Appendix I

2. SHARE PURCHASE MANDATE (cont'd)

2.11 Obligations to Make a Take-over Offer (cont'd)

The interests of the Directors and Substantial Shareholders as at the Latest Practicable Date are disclosed in **paragraph 3** below. As at the Latest Practicable Date, assuming that the Company purchases the maximum limit of ten per cent. (10%) of its issued Shares (excluding Treasury Shares):

(i) none of the Directors (together with persons acting in concert with them, if any) will be obligated to make a take-over offer for the Company under Rule 14 as a result of the purchase by the Company of Shares under the Share Purchase Mandate; and

(ii) none of the Directors are aware of any Substantial Shareholders who may become obligated to make a take-over offer for the Company under Rule 14 as a result of the purchase by the Company of Shares under the Share Purchase Mandate.

This **paragraph 2.11** does not purport to be a comprehensive or exhaustive description of all the implications that may arise under the Take-over Code. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their own professional advisers at the earliest opportunity.

2.12 Share Purchases in the Previous Twelve (12) Months

In the last twelve (12) months immediately preceding the Latest Practicable Date, the Company has not purchased any Shares by way of Market Purchases pursuant to the Share Purchase Mandate approved by Shareholders at the 2017 AGM.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

Based on the Register of Directors' Shareholding and the Register of Substantial Shareholders respectively as at the Latest Practicable Date, and assuming (i) the Company purchases the maximum limit of ten per cent. (10%) of its issued Shares (excluding Treasury Shares), (ii) there is no change in the number of Shares held by the Directors and Substantial Shareholders or which they are deemed interested in, and (iii) none of the outstanding Share Options are exercised and none of the Convertible Bonds are converted, as at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders, direct or indirect, in the Shares are set out below:

3.1 Interests in Shares

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	%[1]	Number of Shares	%[1]	Number of Shares	%[1]
Shareholders						
Esteel Enterprise Pte. Ltd. ("Esteel")	167,527,829	89.907			167,527,829	89.907
Advance Venture Investments Limited ("AVIL")[2]			167,527,829	89.907	167,527,829	89.907
You Zhenhua[3]			167,527,829	89.907	167,527,829	89.907

Notes:

(1) Based on the total issued Shares (excluding Treasury Shares), comprising 186,335,089 Shares as at the Latest Practicable Date.

(2) AVIL has a 80.1% interest in Esteel. Accordingly, AVIL is deemed to have an interest in the Shares held by Esteel pursuant to Section 7 of the Companies Act.

(3) You Zhenhua has a 100% interest in AVIL. Accordingly, You Zhenhua is deemed to have an interest in the Shares held by AVIL pursuant to Section 7 of the Companies Act.

Appendix I

4. DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. The Directors recommend that Shareholders vote in favour of Ordinary Resolution 10 relating to the proposed renewal of the Share Purchase Mandate as set out in the Notice of AGM on pages 114 to 117 of the Annual Report.

5. ANNUAL GENERAL MEETING

The AGM, notice of which is set out on pages 114 to 117 of the Annual Report, will be held on Friday, 26 January 2018 at 10.00 a.m. at 5, Sixth Lok Yang Road, Singapore 628103.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 Appointment of Proxies

Shareholders who are unable to attend the AGM and who wish to appoint a proxy to attend and vote on their behalf are requested to complete, sign and return the proxy form in the Annual Report ("**Proxy Form**") in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Company's Share Registrar office by 10.00 a.m. on 23 January 2018, not later than seventy-two (72) hours before the time set for the AGM. The completion and lodgement of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the AGM if he so wishes. In such event, the relevant Proxy Forms will be deemed to be revoked.

A Shareholder having a share capital who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder (which number and class of Shares shall be specified).

6.2 When Depositor Regarded as Shareholder

A Depositor (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore ("**Securities and Futures Act**")) shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register (as defined in Section 81SF of the Securities and Futures Act) at least seventy-two (72) hours before the AGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix I and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix I constitutes full and true disclosure of all material facts about the renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix I misleading.

Where information in this Appendix I has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix I in its proper form and context.

Appendix I

8. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 350 Jalan Boon Lay, Jurong Industrial Estate, Singapore 619530 during normal business hours from the date of this Appendix I up to (and including) the date of the AGM:

(i) the Constitution of the Company; and

(ii) the Annual Report of the Company for the financial year ended 30 September 2017.

Yours faithfully
For and on behalf of the
Board of Directors of
BRC ASIA LIMITED

Seah Kiin Peng
Executive Director

Statistics of Shareholding

Aa at 20 December 2017

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

No. of Shares : 187,961,689
Class of Shares : Ordinary Shares
Voting Rights : One vote for each ordinary shares
Treasury Shares : 1,626,600
Percentage of such holding against total number of issued ordinary shares (excluding trasury shares) : 0.87%

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	17	1.45	463	0.00
100 - 1,000	883	75.28	345,991	0.19
1,001 - 10,000	216	18.41	949,684	0.51
10,001 - 1,000,000	55	4.69	2,805,473	1.50
1,000,001 - and above	2	0.17	182,233,478	97.80
TOTAL	**1,173**	**100.00**	**186,335,089**	**100.00**

TWENTY LARGEST SHAREHOLDERS

	NAME OF SHAREHOLDER	NO. OF SHARES	%
1	UOB KAY HIAN PTE LTD	180,344,478	96.79
2	SHANWOOD DEVELOPMENT PTE LTD	1,889,000	1.01
3	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	648,600	0.35
4	DBS NOMINEES PTE LTD	305,688	0.16
5	TAN PECK LEONG	200,000	0.11
6	PHILLIP SECURITIES PTE LTD	172,400	0.09
7	HOE JUAN JOK	141,951	0.08
8	WONG KUEK PHONG OR TAN LIAN NGOH	100,000	0.05
9	OCBC SECURITIES PRIVATE LTD	93,869	0.05
10	WONG HONG SUN	50,585	0.03
11	LOH MEI KEW	50,000	0.03
12	OCBC NOMINEES SINGAPORE PTE LTD	42,412	0.02
13	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	41,915	0.02
14	KIAT WAI KEONG (JIE WEIQIANG)	40,000	0.02
15	LIM CHING TIEW	40,000	0.02
16	SIM CHONG BING	40,000	0.02
17	SOH ENG TAI	40,000	0.02
18	TAY HWA LANG	40,000	0.02
19	ESTATE OF WANG WANG CHEW, DECEASED	39,000	0.02
20	GOH CHWEE KING	34,793	0.02
	TOTAL:	**184,354,691**	**98.93**

Note:
% Percentage is calculated based on the no. of issued shares excluding treasury shares of the Company.

Statistics of Shareholding

Aa at 20 December 2017

SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the directors and substantial shareholders in the issued share capital of the company as recorded in the register of substantial shareholders as at the latest practicable date are set out below.

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[1]
Substantial Shareholders						
Esteel Enterprise Pte. Ltd.[2] ("Esteel")	167,527,829	89.907			167,527,829	89.907
Advance Venture Investments Limited ("AVIL")[2]			167,527,829	89.907	167,527,829	89.907
You Zhenhua[3]			167,527,829	89.907	167,527,829	89.907

Notes:

(1) Percentage is calculated based on 186,335,089 shares (excluding shares held as treasury shares) as at 20 December 2017.

(2) AVIL has a 80.1% interest in Esteel. Accordingly, AVIL is deemed to have an interest in the Shares held by Esteel pursuant to Section 7 of the Companies Act.

(3) You Zhenhua has a 100% interest in AVIL. Accordingly, You Zhenhua is deemed to have an interest in the Shares held by AVIL pursuant to Section 7 of the Companies Act.

PUBLIC SHAREHOLDING

Based on information available to the Company, approximately 10.09% of the company's shares are held in the hands of the public and therefore, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

Notice of Annual General Meeting

BRC ASIA LIMITED
(Company Registration No. 193800054G)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BRC Asia Limited (the "Company") will be held at 5 Sixth Lok Yang Road, Singapore 628103 on Friday, 26 January 2018 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2017 and the Auditors' Report thereon. **(Resolution 1)**

2. To approve the Directors' fees of S$307,500 for the financial year ended 30 September 2017. (2016: S$307,500) **(Resolution 2)**

3. To approve the Directors' fees of S$307,500 for the financial year ending 30 September 2018. **(Resolution 3)**

4. To re-elect Mr Seah Kiin Peng, Director retiring pursuant to Regulation 104 of the Company's Constitution. **(Resolution 4)**

5. To re-elect the following Directors retiring pursuant to Regulation 108 of the Company's Constitution:

   (i) Mr. Teo Ser Luck **(Resolution 5)**
   (ii) Mr. Xu Jiguo **(Resolution 6)**
   (iii) Mr. Zhang Xingwang **(Resolution 7)**

   Mr Teo Ser Luck, if re-elected as Director of the Company, will remain as Chairman of the Board and Member of the Audit Committee, Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

6. To re-appoint Ernst & Young LLP, Certified Public Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

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

7. AUTHORITY TO ISSUE SHARES

   "That pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Act**") and the listing rules ("**Listing Rules**") of the listing manual ("**Listing Manual**") of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, to:

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

   (ii) make or grant offers, agreements or options (collectively, "**Instrument**s") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, options, debentures or other instruments convertible into Shares,

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

Notice of Annual General Meeting

provided that:

(i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not be more than 50% of the total number of Shares (excluding treasury shares), in the capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;

(ii) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to existing shareholders shall not be more than twenty per cent (20%) of the total number of Shares (excluding treasury shares) in the capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;

(iii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the total number of Shares (excluding treasury shares) shall be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options or vesting of share awards which are outstanding or subsisting at the date the general mandate is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares; and

(iv) unless earlier revoked or varied by the Company in general meeting, such authority shall continue in force until the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier." (See Explanatory Note 1) **(Resolution 9)**

8. APPROVAL OF THE RENEWAL OF THE GENERAL MANDATE FOR SHARE PURCHASE

"That:

(a) for the purposes of Sections 76C and 76E of the Act, the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Percentage (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

(i) purchases or acquisitions of Shares may be made on the SGX-ST ("**Market Purchases**") transacted through the SGX-ST's trading system through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
(ii) otherwise than on the SGX-ST, in accordance with an equal access scheme ("**Off-Market Purchases**") as may be determined or formulated by the Directors as they consider fit in the interests of the Company, which scheme(s) shall satisfy the conditions, which are consistent with the Share Purchase Mandate (as hereinafter defined), the Listing Rules and the Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) unless otherwise varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest date on which:

(i) the next annual general meeting of the Company is held or required by law to be held;
(ii) share purchases have been carried out to the full extent mandated; or
(iii) the authority contained in the Share Purchase Mandate is varied or revoked;

(c) in this Resolution:

"**Average Closing Price**" means the average of the last dealt prices of a Share for the five (5) consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Rules, for any corporate action that occurs after the relevant five (5) days period;

Notice of Annual General Meeting

"**Date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"**Maximum Percentage**" means that number of Shares representing ten per cent (10%) of the issued ordinary share capital as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

"**Maximum Price**" in relation to a Share to be purchased, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

(i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Purchase, one hundred and ten per cent (110%) of the Average Closing Price of the Shares,

in each case, excluding related expenses of the purchase or acquisition; and

(d) the Directors and/or any of the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary in the interests of the Company to give effect to the Share Purchase Mandate and/or this Resolution."
(See Explanatory Note 2) **(Resolution 10)**

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

BY ORDER OF THE BOARD

LEE CHUN FUN (MS)
LOW MEI WAN (MS)
Company Secretaries

11 January 2018

Notice of Annual General Meeting

Explanatory Notes:

1. Resolution 9, if passed, will authorise and empower the Directors of the Company from the date of the above Meeting until the next annual general meeting to issue shares and/or shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 9 in the Company up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares (excluding treasury shares) of which the total number of shares and shares to be issued in pursuance of Instruments made or granted pursuant to Resolution 9 issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

   For the purpose of Resolution 9, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed ordinary resolution is passed after adjusting for new shares arising from the conversion or exercise of Instruments or the vesting of share awards outstanding or subsisting at the time when this proposed ordinary resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

2. Resolution 10, if passed, will authorise the Directors to make purchases of otherwise acquire Shares from time to time subject to and in accordance with the guidelines set out in Appendix I, the Listing Manual and such other laws as may for the time being be applicable. This authority will continue in force until the next annual meeting of the Company, unless previously revoked or varied at a general meeting or when such purchases or acquisitions are carried out to the full extent mandated.

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting.
   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

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

3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

4. The instrument appointing a proxy must be deposited at the Company Share Registrar's office at 80 Robinson Road #11-02, Singapore 068898, not later than 72 hours before the time appointed for the Meeting.

Personal data privacy:

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

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BRC ASIA LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 193800054G)

Proxy Form
for Annual General Meeting

IMPORTANT:
1. 1. Relevant intermediaries as defined in Section 181 of the Act, Cap. 50 may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For investors who have used their CPF monies to buy BRC Asia Limited's shares, this Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
3. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. CPF Investors who wish to attend the Annual General Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees.

Personal Data Privacy:
By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 11 January 2018.

*I/We, ______________________________ NRIC/Passport No. ______________

of ____

being a member/members of BRC ASIA LIMITED (the "Company"), hereby appoint:

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

and/or (delete as appropriate)

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

or failing *him/her/them, the Chairman of the Annual General Meeting or such other person the Chairman may designate, as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting of the Company, to be held at 5 Sixth Lok Yang Road, Singapore 628103 on Friday, 26 January 2018 at 10.00 a.m. and at any adjournment thereof.

The Chairman intends to cast undirected proxy votes in favour of each of the proposed resolutions. Where the Chairman is appointed as *my/our proxy/proxies, *I/we acknowledge that the Chairman may exercise *my/our proxy/proxies even if he has an interest in the outcome of the resolution.

I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at *his/their discretion, as *he/they will on any other matter arising at the Meeting.

No.	Ordinary Resolutions	For	Against
1.	To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2017 and Auditors' Report thereon.		
2.	To approve the Directors' fees of S$307,500 for the financial year ended 30 September 2017 (2016: S$307,500).		
3.	To approve the Directors' fees of S$307,500 for the financial year ending 30 September 2018.		
4.	To re-elect Mr. Seah Kiin Peng (Regulation 104).		
5.	To re-elect Mr. Teo Ser Luck (Regulation 108).		
6.	To re-elect Mr. Xu Jiguo (Regulation 108).		
7.	To re-elect Mr. Zhang Xingwang (Regulation 108).		
8.	To re-appoint Ernst & Young LLP, Certified Public Accountants, as Auditors of the Company. and to authorise the Directors to fix their remuneration.		
9.	To authorise Directors to allot and issue shares.		
10.	To approve the renewal of the General Mandate for Share Purchase.		

(Please indicate with a tick (√) within the space provided whether you wish your vote to be cast for or against the Resolutions as set out in the Notice of the Meeting.)

Dated this ________________ day ___________ of 2018

Total No. of Shares in	No. of Shares Held
CDP Register	
Register of Members	

____
Signature(s) of member(s) or Common Seal

*Delete as appropriate

IMPORTANT: Please read notes overleaf before completing this Proxy Form.

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act, Cap. 289), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number of shares is inserted, this proxy form will be deemed to relate to all the shares held by you.

2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's proxy form appoints more than one proxy shall specify the percentage of shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent one hundred (100) per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

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

5. The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar's office at 80 Robinson Road #11-02, Singapore 068898, not less than 72 hours before the time set for the Meeting.

6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its representative or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must, be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. A corporation which is a Member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore.

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

9. Please refer to the notes set out in the Notice of Annual General Meeting dated 11 January 2018.

AFFIX
STAMP

BRC Asia Limited
c/o Tricor Barbinder Share Registration Services
80 Robinson Road
#11-02, Singapore 068898

Corporate Information

BOARD OF DIRECTORS

Teo Ser Luck *(Chairman and Independent Director)*
Ooi Seng Soon *(Lead Independent Director)*
Seah Kiin Peng *(Executive Director)*
Tan Lee Meng *(Independent Director)*
Xu Jiguo *(Executive Director)*
Zhang Xingwang *(Executive Director)*

KEY EXECUTIVE OFFICERS

Lee Chun Fun *(Group Financial Controller)*
Nge Kwan Min *(CEO, BRC Prefab Holdings Sdn Bhd)*
Ong Lian Teck *(Group Business Development Manager)*
Tan Lau Ming *(Works Manager)*

REGISTERED OFFICE

350 Jalan Boon Lay
Jurong Industrial Estate
Singapore 619530

Tel: 6265 2333
Fax: 6264 3063
Website: www.brc.com.sg

AUDITORS

Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner-in-charge: Tan Peck Yen
(since financial year ended 30 September 2013)

SHARE REGISTRAR

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte Ltd)

80 Robinson Road #02-00
Singapore 068898

COMPANY SECRETARIES

Lee Chun Fun
Low Mei Wan

SOLICITORS

Harry Elias Partnership LLP
OC Queen Street LLC

PRINCIPAL BANKERS

ANZ Banking Group Limited
CIMB Bank Berhad
DBS Bank Limited
HSBC Limited
Malayan Banking Berhad
Oversea-Chinese Banking Corporation Limited
United Overseas Bank Limited

For those who aspire to build

BETTER

FASTE**R**

CHEAPER